



**The Atchison, Topeka and Santa Fe Railway Company**

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

October 6, 1980

No. **0-283A047**

Date **OCT 9 1980**

Fee \$ **10.00**

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D. C. 20423

RECORDATION NO. **11366-B**  
Filed 1425

**OCT 9 1980 - 11 13 AM**

ICC Washington, D. C.

**INTERSTATE COMMERCE COMMISSION**

**RE: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series P, Supplement No. 2 dated  
October 1, 1980**

Dear Ms. Mergenovich:

Enclosed herewith for filing and recording with the Commission, pursuant to 49 U.S.C. §11303, are two executed counterparts of a Supplement, dated as of October 1, 1980, between The Atchison, Topeka and Santa Fe Railway Company (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement constitutes an amendment to an Equipment Trust Agreement (the "Trust Agreement"), dated as of January 1, 1980, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series P, was created. The Trust Agreement was filed and recorded with the Commission on January 14, 1980, and assigned Recordation No. 11366.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement.

- (1) 3,000 H.P. Diesel Locomotive (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; No. 5161;
- (22) 26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc. builder; Nos. 98646 to 98667, both inclusive.

For the convenience of the parties, I have enclosed additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

**RECORDED  
OCT 9 11 11 AM '80  
I.C.C.  
FEE OPERATION BR.**

*Handwritten notes and signatures on the left margin, including a large signature and the initials 'C' and 'ad'.*

Ms. Agatha L. Mergenovich  
Secretary - ICC  
Washington, D. C.

October 6, 1980

RE: AT&SF Equipment Trust, Series P,  
Supplement No. 2, dated October 1, 1980.

-2-

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and  
Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

The Trustee:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

The Vendors:

General Motors Corporation  
(Electro-Motive Division)  
100 Jorie Boulevard  
La Grange, Illinois 60525  
(1) 3,000 H.P. Diesel Locomotive

Trinity Industries, Inc.  
4001 Irving Boulevard  
Dallas, Texas 75207  
(22) 26,000-gallon Tank Cars

A check in the amount of \$10.00 is also enclosed in payment of the Commission's prescribed recordation fee.

Very Truly Yours,



Gus Svolos  
General Counsel

JQG/  
LBM/cms  
Enclosures

EQUIPMENT TRUST, SERIES P

OCT 9 1980 - 11 15 AM

Supplement No. 2, dated as of October 1, 1980, to the Equipment Trust Agreement, dated as of January 1, 1980 (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series P, is created.

WHEREAS, in accordance with Section 3.2 of the Agreement, the Company has the obligation to acquire railroad equipment to be included in said Equipment Trust (the "Trust Equipment") which has a cost of not less than 125% of the aggregate principal amount of Equipment Trust Certificates (the "Certificates") issued pursuant to the Trust Agreement; and

WHEREAS, the Company now desires to add additional railroad equipment to be included in said Equipment Trust;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.5 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

QUANTITY	TYPE	Estimated Cost	
		Per Unit	Total
1	3,000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; No. 5161	\$ 875,000	\$ 875,000
22	26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc., builder; Nos. 98646 to 98667, both inclusive	45,000	990,000
Total Additional Equipment			<u>\$1,865,000</u>

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and

conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND  
SANTA FE RAILWAY COMPANY

By R K Knowlton  
R. K. Knowlton  
Vice President-Law

ATTEST:

G D Schekel  
Assistant Secretary

[CORPORATE SEAL]

HARRIS TRUST AND SAVINGS  
as Trustee

By PS Mason  
Vice President

ATTEST:

CPotter  
Assistant Secretary

Attachment



Revised in accordance with Supplement No. 2,  
dated as of October 1, 1980.

## [Equipment Trust, SERIES P]

## SCHEDULE A

QUANTITY	TYPE	Estimated Cost	
		Per Unit	TOTAL
15	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, Builder; numbered 6390 to 6404, inclusive-----	\$ 642,000	\$ 9,639,000
450	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 178550 to 178999, inclusive--	42,500	19,125,000
4	235-ton Heavy-duty Flat Cars, with roller bearing trucks, Maxson Corporation, builder; numbered 90001 to 90004 inclusive-----	235,000	940,000
4	62' Insulated Box Cars, 100-ton capacity, with roller bearing trucks, PACCAR, Inc., builder; numbered 625374 to 625377 inclusive--	80,000	320,000
25	3,000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; Nos. 5137 to 5161, both inclusive-----	875,000	21,875,000
14	3,500 H.P. Diesel Locomotives (Model GP-50) General Motors Corporation (Electro-Motive Division), builder; Nos. 3810 to 3823, both inclusive-----	765,000	10,710,000
68	26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc. builder; Nos. 98600 to 98667, both inclusive-----	45,000	3,060,000
Total-----			<u>\$65,669,000</u>