

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

EQUIPMENT TRUST, SERIES E

RECORDATION NO. 6453-C Filed & Recorded

SEP 1 1976 3:20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of July 1, 1976, to Equipment Trust Agreement, dated as of January 1, 1972 (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 E is created.

WHEREAS, the Company desires to cause additional equipment to be acquired by the Trustee in order to utilize funds remaining in the Deposited Cash account of said Equipment Trust and to utilize funds paid by the Company to the Trustee for equipment included in said Equipment Trust which had become worn out, lost, or destroyed; and

WHEREAS, Sections 3.1 and 4.9 of the Agreement provide for the acquisition of such additional equipment upon the terms therein set forth; and

WHEREAS, the Company desires to change the identifying numbers assigned to certain equipment included in said Equipment Trust, as provided in Section 4.6 of the Agreement.

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

1. 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 and to the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit.</u>	<u>Total</u>
7	Enclosed Tri-Level Racks, Whitehead & Kales Company, builder, to be installed upon 89'4" 70-ton Flat Cars, numbered 700160 to 700166, both inclusive.....	\$40,000	\$280,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a 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 Company hereby makes the following Statement of New Identifying Numbers for the equipment described below:

<u>Quantity</u>	<u>Type</u>	<u>Old Numbers</u>	<u>New Numbers</u>
7	89'4" Low Deck Flat Cars, Pullman Incorporated (Pullman-Standard division) builder	705000 to 705006, inclusive	700160 to 700166, inclusive

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 Section 20c of the Interstate Commerce Act.

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 first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By *L. B. Harper*
Vice President-Finance

ATTEST:

G. A. Schickel
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *J. J. [unclear]*
VICE PRESIDENT

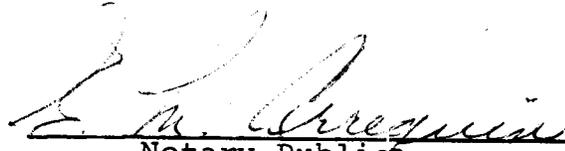
ATTEST:

P. J. [unclear]
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
 COUNTY OF C O O K)

On this *30th* day of August, 1976, before me personally appeared R. W. Harper, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


 Notary Public

(NOTARIAL SEAL)

My Commission Expires
 FEBRUARY 1, 1977

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this *31st* day of August, 1976, before me personally appeared *J. L. SPRENG*, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. M. Boenick

Notary Public

(NOTARIAL SEAL)

My Commission Expires SEPTEMBER 2, 1979