



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

7-326A147

NOV 22 1977 November 7, 1977

Date

Fee \$

Mr. Robert L. Oswald
Secretary
ICC Washington, D. C.
The Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 8662
Filed & Recorded

NOV 22 1977 - 2 20 PM '77

INTERSTATE COMMERCE COMMISSION

RECEIVED
NOV 22 2 15 PM '77
I.C.C.
FREE OPERATION

Re: The Atchison, Topeka and Santa Fe
Railway Company, Equipment Trust,
Series L
Supplement No. 1, dated November 1, 1977

Dear Mr. Oswald:

Enclosed herewith for filing and recording with the Commission, pursuant to Section 20c of the Interstate Commerce Act, are two executed counterparts of a Supplement, dated as of November 1, 1977, 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, 1977, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series L was created. The Trust Agreement was filed and recorded with the Commission on January 17, 1977, and assigned Recordation No. 8662.

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:

- 16 50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), Nos. 999716 to 999731, both inclusive

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

Handwritten signature: Robert L. Oswald

Mr. Robert L. Oswald
Page Two
November 7, 1977

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:

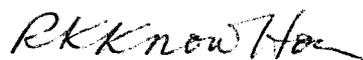
Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

The Vendor:

International Car Company
P. O. Box 222
Kenton, Ohio 43326

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

Very truly yours,


R. K. Knowlton
General Counsel

DBC/LBM/jmb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/22/77

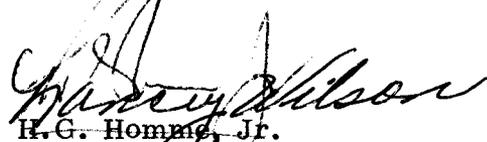
OFFICE OF THE SECRETARY

R. K. Knowlton, Gen. Counsel
The Atchison, Topeka & Santa Fe RYW.Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 11/22/77 at 2:20pm , and assigned recordation number(s) 8662-A & 8178-C

Sincerely yours,


H. G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

EQUIPMENT TRUST, SERIES L

NOV 22 1977 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated as of November 1, 1977 to Equipment Trust Agreement, dated as of January 1, 1977 (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 L, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

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

1. In accordance with Section 3.4 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:

| <u>Quantity</u> | <u>Type</u> | <u>Estimated Cost</u> | |
|-----------------|--|-----------------------|------------------|
| | | <u>Per Unit</u> | <u>Total</u> |
| 16 | 50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; numbered 999716 to 999731, both inclusive | \$51,073 | <u>\$817,168</u> |
| | Total Additional Equipment ... | | <u>\$817,168</u> |

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust

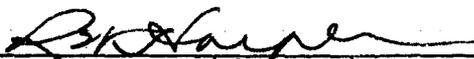
Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

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

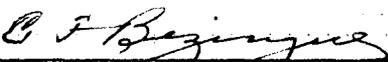
4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

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 above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By 
Vice President-Finance

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By 
Vice President

ATTEST:


ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ^{10th} day of November, 1977, 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.

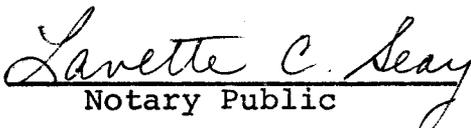

Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1981

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

On this ^{16th} day of November, 1977, before me personally appeared ~~R. S. STAM~~, 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.


Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980

[EQUIPMENT TRUST, SERIES L]

Revised in accordance with
Supplement No. 1 dated as of November 1, 1977

SCHEDULE A

| <u>Quantity</u> | <u>Type</u> | <u>Estimated Cost</u> | |
|-----------------|--|-----------------------|---------------------|
| | | <u>Per Unit</u> | <u>Total</u> |
| 264 | 89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91), Bethlehem Steel Corporation, builder; numbered 295000 to 295263, both inclusive | \$36,500 | \$ 9,636,000 |
| 200 | 50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-182), FMC Corporation, builder; numbered 151900 to 152099, both inclusive | 34,700 | 6,940,000 |
| 150 | 52'6" 70-ton Insulated Box Cars with internal load protecting devices and roller bearing trucks (Class Bx-183), PACCAR, Inc., builder; numbered 524850 to 524999, both inclusive | 47,000 | 7,050,000 |
| 16 | 50-ton Cabcooses with roller bearing trucks (Class Ce-8), International Car Company, builder; numbered 999716 to 999731, both inclusive | 51,073 | <u>817,168</u> |
| | | | <u>\$24,443,168</u> |