

SUPPLEMENTAL AGREEMENT dated as of January 27, 1972, between GREENVILLE STEEL CAR COMPANY, a Pennsylvania corporation, (hereinafter called "Lessor"), and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation, (hereinafter called "Lessee").

RECORDATION NO. 6416-C
JAN 27 1972 - 9 40 AM

WHEREAS, Lessor and Lessee have ~~hereinbefore~~ entered into a Railroad Equipment Lease, dated as of November 15, 1971, (hereinafter called the "Lease"), recorded with the Interstate Commerce Commission on December 2, 1971, and assigned Recordation No. 6416, providing for the leasing to Lessee of up to 200 triple cross-hopper cars (hereinafter called the "Cars"), as set forth in Schedule A attached to the Lease, pending the creation of The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series E and the sale of the Cars by the Lessor to the Trustee of said Equipment Trust;

WHEREAS, sixty-four (64) cars, bearing Lessee's road numbers 81750 to 81813, both inclusive, were accepted by Lessee pursuant to the terms of the Lease from December 13, 1971, to and including January 5, 1972;

WHEREAS, Lessee has entered into an Equipment Trust Agreement, dated as of January 1, 1972, with Harris Trust and Savings Bank, as Trustee, providing for the creation of said Equipment Trust and the acquisition of the Cars by the Trustee;

WHEREAS, said Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission on January 5, 1972 and assigned Recordation No. 6453; and

WHEREAS, Paragraph 1 of the Lease provides that the lease of cars thereunder shall terminate when payment for the Cars is made pursuant to an equipment trust agreement, and Harris Trust and Savings Bank, as Trustee, will make such payment on January 27, 1972.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of confirming the termination of the Lease, the parties hereto hereby agree as follows:

1. Lessee will cause this Supplemental Agreement to be filed with the Interstate Commerce Commission for recordation under Section 20c of the Interstate Commerce Act and will promptly furnish to Lessor a certificate or other evidence of such filing and recordation.
2. Effective with the filing and recordation of this Supplemental Agreement, the Lease is hereby terminated.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be executed by their duly authorized officers and under their corporate seal, as of the date first above written.

GREENVILLE STEEL CAR COMPANY

By *G C Buehler*
Vice President

ATTEST:

F B Linn
Assistant Secretary

(Corporate Seal)

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By *R W Hays*
Vice President - Finance

ATTEST:

R W Hays
Assistant Secretary

(Corporate Seal)

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF MERCER) SS

On this *24th* day of January, 1972, before me personally appeared *L.C. Brecht*, to me personally known, who, being by me duly sworn, says that he is a Vice President of GREENVILLE STEEL CAR COMPANY, that the seal affixed to the foregoing 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.

Laura Smith

Notary Public

My commission expires:

1973
1/19/73

(Notarial seal)

STATE OF ILLINOIS)
COUNTY OF COOK) SS

On this 19th day of January, 1972, 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.

D.J. Feeney

Notary Public

My commission expires: **MAY 29, 1973**

(Notarial seal)