



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

March 13, 1979

9-073A061

RECORDATION NO. 7744 Filed 1425

MAR 14 1979 -2 50 PM

Date MAR 14 1979

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 10423

Re: Supplement No. 4, dated as of March 1, 1979
to Equipment Trust Agreement dated
December 15, 1974

Dear Mr. Homme:

Enclosed herewith for filing with the Commission pursuant to §11303 of Title 49 of the United States Code (formerly Section 20c of the Interstate Commerce Act), are two counterparts of Supplement No. 4, dated as of March 1, 1979 between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement (the "Trust Agreement"), dated as of December 15, 1974, between Santa Fe and the Trustee, creating The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series J. The Trust Agreement was filed and recorded with the Commission on December 17, 1974, and assigned Recordation No. 7744. A previous supplement was filed and recorded on March 22, 1977, and assigned Recordation No. 7744-C.

In accordance with the Supplement, certain items of railroad equipment have been added to the list of equipment included in the Equipment Trust, as follows:

- 5 60' Box Cars, 70-ton capacity, with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; Nos. 600745 to 600749, both inclusive

This added equipment will be acquired by the Trustee, will be subjected to all the terms of the Trust Agreement and will be leased to Santa Fe for the remaining balance of the 15 year term set forth in the Trust Agreement.

Alma J. Thorne
Alma J. Thorne
Alma J. Thorne

Mr. H. G. Homme, Jr.
Pg. 2
March 13, 1979

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

For the Commission's records, the names and addresses of the parties to the Supplement are as follows:

Lessee:

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

Trustee:

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

Vendor:

Fruit Growers Express Company
1101 Vernon Avenue
Washington, D. C. 20006

A check in the amount of \$10.00 is also enclosed in payment of the required recordation fee.

Very truly yours,



Gus Svolos
General Counsel

MO/LBM/ljg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/14/79

OFFICE OF THE SECRETARY

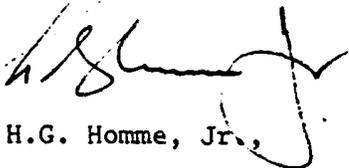
Gus Svolos
General Counsel
Atchinson, Topeka & Santa Fe RYW.Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

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 3/14/79 at 2:50pm and assigned recordation number(s) 7744-D & 6453-E

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

MAR 14 1979 -2 50 PM

EQUIPMENT TRUST, SERIES J INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4, dated as of March 1, 1979, to Equipment Trust Agreement, dated as of December 15, 1974, (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 Company Equipment Trust, Series J, 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>
5	60' Box Cars, 70-ton capacity, with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; Nos. 600745 to 600749, both inclusive	\$56,300	\$281,500

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.

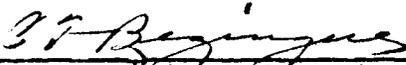
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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

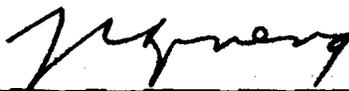
By 
Vice President-Finance

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 C O O K)

On this *12th* day of March 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.

E. M. Crequin
Notary Public

(Notarial Seal)

My Commission Expires ~~FEBRUARY 2, 1981~~

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

On this *13th* day of March 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.

Lanette C. Seay
Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980

Revised in accordance with
 Supplement No. 3, dated as of March 1, 1977 and
 Supplement No. 4, dated as of March 1, 1979

SCHEDULE A

<u>Quantity</u>	<u>Type</u>
200	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 522600 to 522799, both inclusive
20	U-36-C 3600 HP Diesel Locomotive Units, General Electric Company, builder; numbered 8774 to 8793, both inclusive
23	GP-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3617 to 3626 inclusive (10 units) and 3656 to 3668, inclusive (13 units)
100	89'4" Flatcars for Piggyback Service, Bethlehem Steel Corporation, builder; numbered 291900 to 291999, both inclusive
50	50'6" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 45785 to 45834, both inclusive
500	61'100-Ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; numbered 621600 to 622099, both inclusive
600	4,750 Cu. Ft. 100-Ton Covered Hopper Cars, Pullman Incorporated, builder; numbered 315200 to 315799, both inclusive
100	70'10" 100-Ton Hopper Cars, Greenville Steel Car Company, builder; numbered 165000 to 165099, both inclusive
84	60'9" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 611616 to 611699, both inclusive
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; numbered 179000 to 179074, both inclusive
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91), Bethlehem Steel Corporation, builder; numbered 295275 to 295299, both inclusive
5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; Nos. 600745 to 600749, both inclusive