

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES H

RECORDATION NO. 7050-A Filed & Recorded

JAN 8 1976 - 11 25 AM

SUPPLEMENT NO. 1, dated as of January 1, 1976, to
INTERSTATE COMMERCE COMMISSION
Equipment Trust Agreement, dated as of May 1, 1973 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series H, was created.

WHEREAS, the Company desires to cause certain items of railroad equipment to be acquired by the Trustee in addition to the Trust Equipment (as defined in the Agreement) previously acquired by the Trustee; and

WHEREAS, Section 3.4 of the Agreement provides for such substitution,

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby 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>
5	4180 cu.ft. capacity "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-194), General American Transportation Corporation, builder; numbered 310575 to 310579, both inclusive	\$38,000	\$190,000
4	100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-189), Santa Fe Rail Equipment Company, builder; numbered 179075 to 179078, both inclusive	\$37,000	\$148,000

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 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 first above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By *R. H. Wagner*
Vice President - Finance

ATTEST:

C. J. Bezingus
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

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

ATTEST:

[Signature]
ASSISTANT SECRETARY

(CORPORATE SEAL)

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

On this sixth day of January, 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 MAY 29, 1977

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

On this sixth day of January, 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.



Notary Public

(Notarial Seal)

My Commission Expires SEPTEMBER 2, 1979

Revised in accordance with
Supplement No. 1, dated as of January 1, 1976

[Equipment Trust, Series H]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	4600 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder; numbered 313800 to 314799, both inclusive	\$ 18,200	\$18,200,000
5	4180 cu. ft. capacity covered hopper cars with roller bearing trucks (Class Ga-194), General American Transportation Corporation, builder; numbered 310575 to 310579, both inclusive	38,000	190,000
4	100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-189), Santa Fe Rail Equipment Company, builder; numbered 179075 to 179078, both inclusive	37,000	148,000
	Total		\$18,538,000