



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

70819031
Date 3-22-77
10
Washington, D. C.

March 18, 1977

RECORDATION NO. 7050-B Filed & Recorded

MAR 22 1977 -3 45 PM

INTERSTATE COMMERCE COMMISSION

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

Re: Supplement to Equipment Trust, Series H
Addition of 11 70-ton Flat Cars

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 March 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 May 1, 1973, whereby The Atchison Topeka and Santa Fe Railway Company Equipment Trust, Series H was created. The Trust Agreement was filed and recorded with the Commission on June 6, 1973 and assigned Recordation No. 7050.

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:

11 89'4" 70-ton Flat Cars, Nos. 295264 to 295274, 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.

RECEIVED
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I.C.C. OPERATION BR.
FEE OPERATION BR.

Handwritten signature/initials on the left margin.

Mr. Robert L. Oswald
March 18, 1977
Page Two

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:

Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

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

Very truly yours,

RKK
R. K. Knowlton
General Counsel

DBC/lbm
Encls.

Interstate Commerce Commission
Washington, D.C. 20423

3/22/77

OFFICE OF THE SECRETARY

R.K. Knowlton
General Counsel
The Atchison, Topeka and 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 **3/22/77** at **3:45pm** , and assigned recordation number(s) **7050-B & 7744-C**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

MAR 22 1977 -3 45 PM

EQUIPMENT TRUST, SERIES H

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of March 1, 1977, to 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 (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series H, 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>Number of Units</u>	<u>Description</u>	<u>Estimated Total Cost</u>
11	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91), Bethlehem Steel Corporation, builder; numbered 295264 to 295274, both inclusive	\$401,500

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.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By

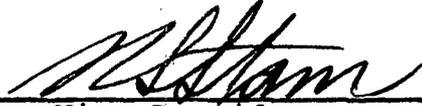
R. H. Harper
Vice President-Finance

ATTEST:

C. F. Bevinger
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 18th day of March, 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.

J. J. Feeney
Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1977

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

On this 21st day of March, 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.

Lorette C. Seay
Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980

EQUIPMENT TRUST, SERIES H,
Dated May 1, 1973

SCHEDULE A
to
Bill of Sale
Dated May 1, 1988

<u>Quantity</u>	<u>Type</u>	<u>Original Road No.</u>	<u>Present Road No.</u>
1000	4600 cu. ft. capacity Trough Hatch Covered Hopper Cars with roller bearing trucks; ACF Industries, Incorporated, Builder	313800 to 314523 314524 314525 to 314799	Same 178215 Same
5	4180 cu. ft. capacity Covered Hopper Cars with roller bearing trucks (Class Ga-194); General American Transportation Corporation, Builder	310575 to 310579	Same
4	100-ton Triple Cross Hopper Cars with roller bearing trucks; (Class Ga-189); Santa Fe Rail Equipment Company, Builder	179075 to 179078	Same
11	89'4" 70-ton Flat Cars for Trailer or Container Service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder	295264 to 295274	Same
8	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder	1895 to 1902	Same
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder	2020	Same
5	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder	2124 to 2128	Same
7	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Builder	68062 to 68068	Same
1,041	Total Units		