



**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 16, 1978

Mr. H. G. Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. *7560-D* Filed & Recorded

MAR 20 1978 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

RE: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series I Supplement No. 3, dated  
March 1, 1978

Dear Mr. Homme:

Enclosed herewith for filing and recording with the Commission in accordance with Section 20c of the Interstate Commerce Act, are two original counterparts of a Supplement, dated as of March 1, 1978, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee ("Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement, dated as of July 1, 1974, between Santa Fe and the Trustee, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series I, was created. The Trust Agreement was filed and recorded on July 5, 1974 and was assigned Recordation No. 7560. A previous Supplement has also been filed, and assigned Recordation No. 7560-B.

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:

- 5 50-ton Cabooses with roller bearing trucks (Class Ce-8), Nos. 999738 to 999742, both inclusive

RECEIVED

MAR 20 11 16 AM '78

CERTIFICATION UNIT

3-079A153

FILED MAR 20 1978

Date .....

Fee \$ .....

ICC Washington, D. C

*Handwritten signatures and initials on the left margin, including a large signature that appears to be 'C. De...'*

Mr. H. G. Homme, Jr.

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 Blvd.  
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 is also enclosed in payment of the required recordation fee.

Very truly yours,



R. K. Knowlton  
General Counsel

DBC/LBM/roz

enclosures

P.S.: For the convenience of the parties, four additional counterparts are also enclosed, which I should like to have returned bearing the recordation information.

**Interstate Commerce Commission**  
Washington, D.C. 20423

3/20/78

OFFICE OF THE SECRETARY

R.K. Knowlton  
General Counsel  
The Atchison, Topeka & Santa Fe RYW. Co.  
80 East Jackson BLVD.  
Chicago, Ill. 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 3/20/78 at 11:20am and assigned recordation number(s)

6453-D & 7560-D  
Sincerely yours,

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

RECORDATION NO. 7560-2  
Filed & Recorded

EQUIPMENT TRUST, SERIES I

MAR 20 1978 - 11 22 AM

INDEPENDENT STATE COMMERCE COMMISSION

SUPPLEMENT NO. 3 dated as of March 1, 1978 to Equipment Trust Agreement, dated as of July 1, 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 Equipment Trust, Series I 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 rights, title and interest in the contracts for the construction of the Additional Equipment:

<u>QUANTITY</u>	<u>TYPE</u>	<u>ESTIMATES COST</u>	
		<u>PER UNIT</u>	<u>TOTAL</u>
5	50-ton Cabooses with roller bearing trucks (Class Ce-8), International Car Company, builder, nos. 999738 to 999742, both inclusive	\$51,073	\$255,365

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

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

BY *R. W. Harper*  
Vice President-Finance

ATTEST:

*C. F. Beizinger*  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK  
as Trustee

BY *R. B. Stone*  
Vice President

ATTEST:

*R. E. Mason*  
ASSISTANT SECRETARY

(CORPORATE SEAL)



Revised in accordance with Supplement No. 3,  
dated as of March 1, 1978

## [EQUIPMENT TRUST, SERIES I]

## SCHEDULE A

<u>QUANTITY</u>	<u>TYPE</u>	<u>IDENTIFYING NUMBERS</u>
500	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder	524300 to 524799, both inclusive
100	50'6" 100-ton hi-cube box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder	45900 to 45999, both inclusive
125	20,800 gal. capacity 70-ton tank cars, Richmond Tank Car Company, builder	98400 to 98524, both inclusive
200	50'6" 100-ton box cars with roller bearing trucks, ACF Industries, Inc., builder	501500 to 501699, both inclusive
22	60' 100-ton hi-roof box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder	37540 to 37561, both inclusive
35	60' 100-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder	625325 to 625359, both inclusive
160	89'4" 55-ton Snapac flat cars with roller bearing trucks, Whitehead and Kales Company, builder	700000 to 700159, both inclusive

400	89'4" 70-ton flat cars with roller bearing trucks, Bethlehem Steel Corporation, builder	291500 to 291899, both inclusive
11	Model U-36-C diesel electric locomotives, General Electric Company, builder	8763 to 8773, both inclusive
20	4180 cu. ft. capacity "Airslide" covered hopper cars with roller bearing trucks (Class Ga-194), General American Transportation Corporation, builder	310555 to 310574, both inclusive
5	50-ton cabooses with roller bearing trucks, International Car Company, builder	999738 to 999742, both inclusive