



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

November 1, 1979

9-306A149

RECORDATION NO. 7560-E Filed 1425

NOV 2 1979

NOV 2 1979 - 11 30 AM

Date

Fee 10.00

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

INTERSTATE COMMERCE COMMISSION

ICC Washington

Re: Supplement No. 4, dated October 1, 1979,  
to The Atchison, Topeka and Santa Fe  
Railway Company, Equipment Trust Series I

Dear Mr. Homme:

Enclosed for filing and recording with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 are two executed counterparts of Supplement No. 4, dated as of October 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 constitutes an amendment to 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 with the Commission on July 5, 1974 and assigned Recordation No. 7560.

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) 100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; Nos. 350300 to 350310, both inclusive

For the convenience of the parties, I have enclosed six additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

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 E. Jackson Blvd.  
Chicago, Illinois 60604

*C. Dudley [Signature]*

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10.00

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The Trustee:

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

The Vendor:

Greenville Steel Car Company  
Greenville, Pennsylvania 16125

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

Very truly yours,

  
Gus Svolos  
General Counsel

MAO/LBM/ljg  
Enclosures

EQUIPMENT TRUST, SERIES I

NOV 2 1979 -11 30 AM

SUPPLEMENT NO. 4, dated as October 1, INTERSTATE COMMERCE COMMISSION  
 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 remain-  
 ing 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>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
11	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder, numbers 350300 to 350310, both inclusive	\$37,650	<u>\$414,150</u>
	Total Additional Equipment.....		<u><u>\$414,150</u></u>

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.

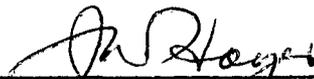
4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC §11303 (formerly Section 20c of the Interstate Commerce Act.)

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   
Vice President, Finance

ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK  
as Trustee

By   
Vice President

ATTEST:

  
ASSISTANT SECRETARY

(CORPORATE SEAL)

Revised in accordance with Supplement No. 4, dated  
as of October 1, 1979

## [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

[EQUIPMENT TRUST, SERIES I]

SCHEDULE A

(Continued)

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers</u>
11	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder	350300 to 350310, both inclusive

