The Atchison, Topeka and Santa Fe Railway Company
A Santa Fe Industries Company
80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

RECEIVED
JUL 3 2 15 PM '78
I.C.C.
FEE OPERATION BR.

June 30, 1978

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

RECORDATION NO. 9326-A Filed & Recorded
JUL 3 1978 -2 25 PM
INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust, Series N, Supplement No. 1, dated June 1, 1978

Dear Mr. Homme:

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 June 1, 1978, 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 March 1, 1978, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series N, was created. The Trust Agreement was filed and recorded with the Commission on March 13, 1978, and assigned Recordation No. 9276.

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:

14	3000 HP diesel-electric locomotives (Model SD-40-2), Nos. 5200 to 5213, both inclusive
6	3000 HP diesel-electric locmotives (Model C-30-7), Nos. 8058 to 8063, both inclusive
30	100-ton woodchip gondola cars, Nos. 165715 to 165744, both inclusive

8-125A120
Date JUL 3 1978
Fee $ 10
ICC Washington, D. C.

The Supplement also constitutes an amendment to certain of the terms of the Trust Agreement, relating to the dates that the Certificates will bear and the date for payment

Counterpart

of the first dividends. The amendments to the Agreement are technical in nature and are made in order to facilitate the proposed issuance of the Second Installment of Certificates issued thereunder, for which an application to the Commission pursuant to Section 20a of the Interstate Commerce Act has been prepared and will be filed shortly. These technical amendments do not affect in any manner the lien of the Trustee on the equipment covered by the Agreement.

For the convenience of the parties, I have enclosed 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 Vendors 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 Vendors:

General Motors Corporation
(Electro-Motive Division)
9590 West 55th Street
LaGrange, Illinois 60525

(14 SD-40-2 Locomotives)

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16501

(6 C-30-7 Locomotives)

Pacific Car and Foundry Company
A Division of PACCAR
1400 North 4th Street
Renton, Washington 98055

(30 Woodchip Gondolas)

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

Very truly yours,

Gus Svolos

Gus Svolos
General Counsel

DBC/LBM/jb

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

7-3-78

Gus Svolos
The Atchison Topeka &
Santa Fe Rwy. Co.
80 East Jackson Blvd.
Chicago, IL. 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 7-3-78 at 2:25 PM, and assigned recordation number(s) 9276-A

Sincerely yours,

Nancy L. Wilson
Acting Secretary

Enclosure(s)

RECORDATION NO. 9226-A Filed & Recorded

JUL 3 1978 -2 25 PM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST, SERIES N

Supplement No. 1, dated as of June 1, 1978, to Equipment Trust Agreement, dated as of March 1, 1978 (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 N, is created.

WHEREAS, in accordance with Section 3.2 of the Agreement, the Company has the obligation to acquire railroad equipment to be included in said Equipment Trust (the "Trust Equipment") which has a cost of not less than 125% of the aggregate principal amount of Equipment Trust Certificates (the "Certificates") issued pursuant to the Trust Agreement;

WHEREAS, the Company now desires to issue an aggregate total of $42,000,000 of Certificates, and a Supplement to the Trust Agreement is required to add additional railroad equipment to be included in said Equipment Trust; and

WHEREAS, in accordance with Section 8.4 of the Trust Agreement, the Company desires to make certain changes to the terms of the Trust Agreement to facilitate the issuance of $18,000,000 aggregate principal amount of Certificates, comprising the Second Installment of Certificates issued pursuant to the Trust Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.5 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:

Quantity	Type	Estimated Cost Per Unit	Estimated Cost Total
14	3,000 HP Diesel-electric Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5200 to 5213, both inclusive	$679,000	$ 9,506,000
6	3,000 HP Diesel-electric Locomotives (Model C-30-7), General Electric Company, builder; numbered 8058 to 8063, both inclusive	698,000	4,188,000
30	100-ton Woodchip Gondola Cars, (Class Ga-202), PACCAR, Inc., builder; numbered 165715 to 165744, both inclusive	38,400	1,152,000
	Total Additional Equipment		$14,846,000

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.

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.

5. The Agreement is hereby further amended by providing that the Second Installment of the Trust Certificates, in an aggregate amount of $18,000,000, shall be dated as of September 1, 1978, and that the first dividend payment to be made by the Company shall occur on April 1, 1979.

6. The form of the Certificates to be issued as the Second Installment shall contain the words "commencing April 1, 1979" immediately following the word "year," in the twelfth line of the body of the Form of Trust Certificate set forth on Page 2 of the Trust Agreement.

7. The changes to the Trust Agreement made to facilitate the issuance of the Second Installment of Certificates shall not be construed or otherwise operate to adversely affect the holders of other Certificates issued pursuant to the Trust Agreement.

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 R W Harper
Vice President-Finance

Attest:

C F Bezinque
Assistant Secretary

(corporate seal)

Harris Trust and Savings Bank
as Trustee

By R S Stam
Vice President

Attest.

P S Mason
Assistant Secretary

(corporate seal)

STATE OF ILLINOIS
COUNTY OF COOK } SS

On this 30th day of June, 1978, 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, 1981

STATE OF ILLINOIS
COUNTY OF COOK } SS

On this 30th day of June, 1978, 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.

Lavette C. Seay
Notary Public

(NOTARIAL SEAL)

My Commission Expires NOVEMBER 29, 1980

Exhibit 1

[Equipment Trust, Series N]

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

SCHEDULE A

Quantity	Type	Estimated Cost Per Unit	Estimated Cost Total
25	60′ 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearing trucks (Class Bx-187), Berwick Forge & Fabricating division of Whitaker Corp., builder; numbered 37562 to 37586, inclusive	$ 55,100	$ 1,377,500
200	50′6″ 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-189), FMC Corporation, builder; numbered 152100 to 152299, inclusive	37,500	7,500,000
300	61′ 100-ton Insulated Box Cars with load dividers and roller bearing trucks (Class Bx-188), Pacific Car and Foundry Company, a division of PACCAR, Inc., builder; numbered 622250 to 622549; inclusive	52,500	15,750,000
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-200), General American Transportation Corporation, builder; numbered 310630-310654, inclusive	43,100	1,077,500
100	3000 cu. ft. 100-ton Covered Hopper Cars with roller bearing trucks (Class Ga-199), Pullman Incorporated (Pullman-Standard division), builder; numbered 350000-350099, inclusive	29,300	2,930,000
132	100-ton "Rapid Discharge" Hopper Cars (Class Ga-198), Ortner Freight Car Company, builder; numbered 85850 to 85981, inclusive	40,500	5,346,000
100	3420 cu. ft. 100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-201), Greenville Steel Car Company, builder; numbered 179700-179799, inclusive	29,500	2,950,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94), Maxson Corporation, builder; numbered 90006-90007, inclusive	153,000	306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95), Maxson Corporation builder; numbered 90021-90023, inclusive	143,000	429,000
14	3,000 HP Diesel-electric Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5200 to 5213, both inclusive	679,000	9,506,000
6	3,000 HP Diesel-electric Locomotives (Model C-30-7), General Electric Company, builder; numbered 8058 to 8063, both inclusive	698,000	4,188,000
30	7,400 cu. ft. 100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; numbered 165715 to 165744, both inclusive	38,400	1,152,000
	Total		$52,512,000

RECORDATION NO. 9226-A Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

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The Atchison, Topeka and Santa Fe Railway Company

By R B Harper
Vice President—Finance

Attest:

C F Bezingus
Assistant Secretary

(corporate seal)

Harris Trust and Savings Bank
as Trustee

By R L Stam
Vice President

Attest:

P S Mason
Assistant Secretary

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COUNTY OF COOK } ss

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Notary Public

(NOTARIAL SEAL)

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