



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 7822

May 26, 1988

MAY 31 1988 10 20 AM

No. 8-152A032

Mr. James H. Bayne
Secretary INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

MAY 31 1988

1300

ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Supplement, dated May 1, 1988 to Conditional Sale
Agreement, dated January 15, 1975

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement, dated as of May 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Conditional Sale Agreement (the "Agreement"), dated as of January 15, 1975. The Supplement has the effect of releasing certain railroad equipment to the terms of the Conditional Sale Agreement.

That Agreement is the primary document to which this Supplement is connected and is recorded under Recordation No. 7822.

The name and addresses of the parties to this document are:

The Railroad:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Assignee:

Metropolitan Life Insurance Company
One Madison Avenue
New York, New York 10010

The equipment covered by Agreement, dated January 15, 1975, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the Supplement, which I would like to have returned to me bearing the recordation information.

Interstate Commerce Commission
May 26, 1988
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos
Vice President-Law

IEW/LBM/dt

Enclosures

Revised in accordance with Supplement, dated May 1, 1988

CONDITIONAL SALE AGREEMENT

Dated January 15, 1975

Schedule B

<u>Quantity</u>	<u>Type</u>	<u>Unit Base Price</u>	
		<u>Per Unit</u>	<u>Total</u>
4	2300 H.P. Diesel Electric Locomotives, Model GP-39-2, General Motors Corporation (Electro-Motive Division), Builder; Nos. 3631, 3640, 3645, and 3648	\$355,200	\$ 1,420,800
400	60'9" 100-Ton Box Cars; FMC Corporation, Builder; Nos. 611000 to 611303, both inclusive, and Nos. 600750 to 600845, both inclusive	36,000	14,400,000
216	60'9" 100-Ton Box Cars, with roller bearings, Pullman Incorporated (Pullman-Standard division), Builder; Nos. 611400 to 611615, both inclusive	33,100	7,149,600
6	3600 H.P. Diesel Electric Locomotives, Model U-36-C, General Electric Company, Builder; Nos. 8794 to 8799, both inclusive	436,300	2,617,800
100	52'6" 70-Ton Insulated Box Cars, with roller bearing trucks, cushioned underframe, dual Air Pak load dividers, 16' doors, PACCAR Inc., Builder; Nos. 522800 to 522899, both inclusive	37,100	3,710,000
400	4600 Cu. Ft. 100-Ton Covered Hopper Cars with roller bearing trucks and interior coating; ACF Industries, Inc., Builder; Nos. 314800 to 31599, both inclusive	30,000	12,000,000
65	100-Ton Hi-Cube Box Cars, Pullman Incorporated (Pullman-Standard Division), Builder; Nos. 45835 to 45899, both inclusive	36,750	2,388,750
1,191	TOTAL UNITS		

Interstate Commerce Commission
Washington, D.C. 20423

5/31/88

OFFICE OF THE SECRETARY

Gus Svoles
Vice President-Law
The Atchison, Topeka & Santa Fe. Railway Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/31/88 at 10:30am, and assigned recordation number(s). 7822-D, 7744-M, 7744-N, 9017-C, 9017-D

Sincerely yours,

Nesta R. McEwen

Secretary

Enclosure(s)

ORIGINAL

REGISTRATION NO. 7852-D FILE NO.

CONDITIONAL SALE AGREEMENT MAY 31 1988 10 22 AM

Dated as of January 15, 1975 STATE COMMERCE COMMISSION

SUPPLEMENT dated as of May 1, 1988, to the Conditional Sale Agreement, dated as of January 15, 1975 ("the Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Railroad") and Metropolitan Life Insurance Company (herein called the "Assignee"), the Assignee under an Agreement and Assignment, dated as of January 15, 1975, wherein General Motors Corporation (Electro-Motive Division), FMC Corporation, Pullman Incorporated (Pullman Standard Division), General Electric Company, PACCAR Inc., and ACF Industries, Incorporated (collectively the "Builders"), their successors and assigns, assigned to Assignee certain of Builder's right, title and interest in and to such Builders' Equipment, as set forth in the Agreement.

WHEREAS, the Railroad has provided Assignee Officer's Certificates with respect to certain units of Equipment which have sustained a Casualty Occurrence and has paid the Casualty Value therefor, as provided in the Agreement; and

WHEREAS, the Assignee and Railroad now desire to supplement the Conditional Sale Agreement by releasing certain units of Equipment heretofore included in Schedule B of the Agreement;

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

1. In accordance with Article 8 of said Agreement, the Assignee hereby states that certain railroad Equipment as set forth below is hereby released from said Agreement;

2. The Agreement is hereby amended by substituting a revised Schedule B to the Agreement, reflecting the release of the following units of railroad equipment hereinafter the "Released Equipment"):

RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type/Description</u>	<u>Unit Nos.</u>	
25	2300 H.P. GP-39-2 Locomotives, General Motors Corp. (Electro-Motive Division); Builder	3627	3641
		3628	3642
		3629	3643
		3630	3644
		3632	3646
		3633	3647
		3634	3649
		3635	3650
		3636	3651
		3637	3652
		3638	3653
		3639	3654
			3655

3. The Assignee hereby acknowledges receipt of said Supplement.

4. The Railroad will promptly cause this Supplement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

5. Except as amended hereby, the Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

By: W. J. Swartz
President



[Corporate Seal]

Attest:

W. J. McGovern
Assistant Secretary

METROPOLITAN LIFE INSURANCE COMPANY

By: Richard G. Clarke
Title: Associate General Counsel

[Corporate Seal]

Attest:

W. A. K. Clarke
Assistant Secretary

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

On this 23rd day of May 1988, before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is President 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.



Mildred Jaksich
Notary Public

My Commission Expires

STATE OF New York)
) SS
COUNTY OF New York)

On this 18 day of May 1988, before me personally appeared Richard Clarke, to me personally known, who, being by me duly sworn, says that he is Assistant General Counsel of METROPOLITAN LIFE INSURANCE 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.

Ray A. Schulman
Notary Public

(Notarial Seal)

My Commission Expires

ROY A. SCHULMAN
NOTARY PUBLIC, State of New York
No. 24-4868192
Qualified in Kings County
Commission Expires July 26, 1988

Revised in accordance with Supplement, dated May 1, 1988

CONDITIONAL SALE AGREEMENT

Dated January 15, 1975

Schedule B

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