



**The Atchison, Topeka and Santa Fe Railway Company**

A Santa Fe Industries Company

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

August 3, 1979

9-215A035

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

RECORDATION NO. 10224-A Filed 1425

AUG 3 1979  
Date  
10:10

AUG 3 1979-9 55 AM

INTERSTATE COMMERCE COMMISSION  
Re: The Atchison, Topeka and Santa Fe  
Railway Company, Equipment Trust,  
Series O, Supplement No. 1, dated  
August 1, 1979

Washington, D

Dear Mr. Homme:

Enclosed herewith for filing and recording with the Commission, pursuant to 49 U.S.C. § 11303, are two executed counterparts of a Supplement, dated as of August 1, 1979, 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, 1979, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series O, was created. The Trust Agreement was filed and recorded with the Commission on March 23, 1979, and assigned Recordation No. 10224.

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:

- 200 100-ton Box Cars, Nos. 152300 to 152499, both inclusive
- 234 100-ton Insulated Box Cars, Nos. 622550 to 622799, both inclusive
- 137 100-ton Cement Hopper Cars, Nos. 350100 to 350349, both inclusive

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:

RECEIVED

*Handwritten notes and signatures on the left margin, including a large signature that appears to be 'Candy' and another signature below it.*

Mr. H. G. Homme, Jr.

Page Two

August 3, 1979

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:

Greenville Steel Car Corporation  
Greenville, Pennsylvania 16125

(137 Cement Hopper Cars)

FMC Corporation  
4700 Northwest Front Avenue  
Portland, Oregon 97208

(200 Box Cars)

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

(234 Insulated Box Cars)

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  
General Counsel

Enclosures

RECORDATION NO. 10524-A  
 Filed 1425  
 AUG 3 1979 9:55 AM

**EQUIPMENT TRUST, SERIES O**

**Supplement No. 1**, dated as of August 1, 1979, to Equipment Trust Agreement, dated as of March 1, 1979 (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 O, 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; and

WHEREAS, the Company now desires to issue an aggregate total of \$72,000,000 of Certificates, and a Supplement to the Trust Agreement is required to add additional railroad equipment to be included in said Equipment Trust;

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	Total
200	100-ton Box Cars, FMC Corporation, builder; numbered 152300 to 152499, both inclusive .....	\$49,000	\$ 9,800,000
234	100-ton Insulated Box Cars, PAC-CAR, Inc., builder; numbered 622550 to 622799, both inclusive .....	65,000	15,210,000
137	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350100 to 350349, both inclusive .....	36,500	5,000,500
Total Additional Equipment			<u>\$30,010,500</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 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 49 USC § 11303.

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 *Ron Harper*  
Vice President—Finance

ATTEST: *J. H. Hayes*  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK  
as Trustee

By *J. P. Roach*  
Vice President

ATTEST: *P. S. Mason*  
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS }  
COUNTY OF COOK } ss

On this 2nd day of August, 1979, 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  
FEBRUARY 2, 1981

STATE OF ILLINOIS }  
COUNTY OF COOK } ss

On this 2nd day of August, 1979, before me personally appeared J. M. ROACH, 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.

  
Notary Public

(NOTARIAL SEAL)

My Commission Expires NOVEMBER 29, 1980

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

[Equipment Trust, Series O]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
145	60' Box Cars, 70-ton capacity, with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; numbered 600600 to 600744, both inclusive . . . .	\$ 56,300	\$ 8,163,500
10	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbered 6364 to 6373, inclusive . . . . .	574,400	5,744,000
35	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbered 8064 to 8098, inclusive . . . . .	702,900	24,601,500
13	3000 HP Diesel-electric Locomotives, Model SD40-2, General Motors Corporation (Electro-Motive division), builder; numbered 5058 to 5070, inclusive . . . . .	684,600	8,899,800
13	2300 HP Diesel-electric Locomotives, Model GP39-2, General Motors Corporation (Electro-Motive division), builder; numbered 3683 to 3695, inclusive . . . . .	572,200	7,438,600
50	100-ton Airslide Covered Hopper Cars, with roller bearing trucks, General American Transportation Company, builder; numbered 310655 to 310704, inclusive . . . . .	48,700	2,435,000
80	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 179800 to 179879, inclusive . . . . .	35,100	2,808,000
200	100-ton Box Cars, FMC Corporation, builder; numbered 152300 to 152499, both inclusive . . . . .	49,000	9,800,000
234	100-ton Insulated Box Cars, PACCAR, Inc., builder; numbered 622550 to 622799, both inclusive . . . . .	65,000	15,210,000
137	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350100 to 350349, both inclusive	36,500	5,000,500
	<b>Total . . . . .</b>		<b><u>\$90,100,900</u></b>

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

8/3/79

OFFICE OF THE SECRETARY

Gus Svolos, Gen 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 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/3/79 at 9:55am, and assigned re-  
recording number(s) 10224-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)