

SUPPLEMENTAL AGREEMENT

SUPPLEMENTAL AGREEMENT, dated as of April 15, 1977, between UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Lessor") and WILLIAM M. GIBBONS, TRUSTEE OF THE PROPERTY OF CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, DEBTOR (the "Lessee"):

W I T N E S S E T H :

WHEREAS, the Lessor and Chicago, Rock Island and Pacific Railroad Company, a Delaware corporation, have previously entered into a Lease of Railroad Equipment, dated as of May 1, 1971 (the "Lease"); and

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 16, 1971, at 9:20 A.M., and assigned Recordation No. 6283; and

WHEREAS, the Chicago, Rock Island and Pacific Railroad Company filed with the United States District Court for the Northern District of Illinois, Eastern Division, a petition for reorganization pursuant to Section 77 of the Bankruptcy Act on March 17, 1975; and

WHEREAS, pursuant to Order No. 9 entered on April 25, 1975 by the Reorganization Court, the Lessee assumed and affirmed the Lease on April 25, 1975; and

WHEREAS, the Lessor and the Lessee desire to execute and deliver this Supplemental Agreement for the purpose of amending the Lease to provide for the substitution of identifying numbers for certain units of railroad equipment described and identified on Schedule A to the Lease;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Lease be, and it hereby

is, amended by substituting for the identifying numbers of certain units of equipment as set forth in Schedule A to the Lease, new identifying numbers as set forth in "Schedule A-1" attached hereto and hereby made a part hereof.

IN WITNESS WHEREOF, the Lessor and the Lessee, pursuant to proper authority, have caused these presents to be signed in their respective names and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

Attest:



Assistant Secretary

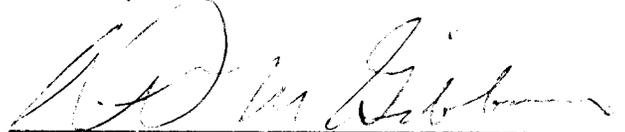
UNION PACIFIC RAILROAD COMPANY



Vice President

WILLIAM M. GIBBONS, TRUSTEE OF
THE PROPERTY OF CHICAGO, ROCK
ISLAND AND PACIFIC RAILROAD
COMPANY, DEBTOR

Witness:



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 29 day of April, 1977, before me personally appeared WILLIAM M. GIBBONS, to me known to be the person described in and who executed the foregoing instrument, who being by me duly sworn, says that he is the TRUSTEE OF THE PROPERTY OF CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, DEBTOR, and he acknowledged that he executed said instrument as his free act and deed.

[Seal]

John N. Burtis

My commission expires:

Oct-26, 1977

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

On this 14 day of June, 1977, before me personally appeared C. BARRY SCHAEFER, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT AND WESTERN GENERAL COUNSEL OF UNION PACIFIC RAILROAD 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.



commission expires:

R. E. Andrusen

May 15, 1979

Attachment To Supplemental Agreement
 Dated As of April 15, 1977
 To The Lease Of Railroad Equipment
Dated As of May 1, 1971

Manufacturer	Type	Old Identifying Number	New Identifying Number
Darby Corp.	<u>Open Top Hoppers</u>	<u>RI</u> 102021 102059 102096	<u>ROCK</u> 602000 602001 602002