

FIRST SUPPLEMENTAL AGREEMENT, DATED
AS OF MARCH 1, 1976, BETWEEN MORGAN
GUARANTY TRUST COMPANY OF NEW YORK
TRUSTEE, AND UNION PACIFIC RAILROAD
COMPANY

7889-A
CORPORATION NO. 7889 Filed & Recorded

APR 6 1976 - 11 15 AM

~~INTERSTATE COMMERCE COMMISSION~~

This FIRST SUPPLEMENTAL AGREEMENT, dated as of
March 1, 1976, between MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, a New York corporation, as Trustee (hereinafter
called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a
Utah corporation (hereinafter called the Company):

WITNESSETH:

WHEREAS, the Trustee and the Company have hereto-
fore entered into an Equipment Trust Agreement, dated as of
April 1, 1975 (hereinafter called the Agreement), pursuant
to which the Trustee has issued \$15,000,000 aggregate prin-
cipal amount of Equipment Trust Certificates (hereinafter
the Trust Certificates); and

WHEREAS, the Agreement was filed and recorded
pursuant to Section 20c of the Interstate Commerce Act on
April 14, 1975, and assigned Recordation No. 7889; and

WHEREAS, Section 8.4 of the Agreement provides
that the Company and the Trustee without the consent of the
holders of the Trust Certificates then outstanding may from
time to time and at any time enter into an agreement or
agreements supplemental to the Agreement for the purpose of
making any provisions in regard to matters or questions arising
under the Agreement as shall not adversely affect the interests

of the holders of the Trust Certificates then outstanding or the rights, duties or immunities of the Trustee; and

WHEREAS, the Company and the Trustee desire to execute and deliver this First Supplemental Agreement for the purpose of amending the Description of Trust Equipment (hereinafter called the Description of Trust Equipment) set forth as Schedule A thereto, and such amendment will not adversely affect the interests of the holders of the Trust Certificates now outstanding or the rights, duties, or immunities of the Trustee;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Agreement be, and it hereby is, amended as follows:

1. There is hereby deleted from the Description of Trust Equipment the following reference:

265 52'6" 70-ton capacity box cars,
Class BF-70-15, Union Pacific Rail-
road Company, builder, to be num-
bered UP171885 to UP172149, both
inclusive.....\$ 26,000 \$ 6,890,000

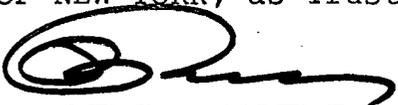
2. There is hereby inserted in the Description of Trust Equipment the following reference:

265 52'6" 70-ton capacity box
cars, Class BF-70-15, Union
Pacific Railroad Company,
builder, to be numbered
UP171885 to UP172013, both
inclusive, and UP390534 to
UP390669, both inclusive.....\$ 26,000 \$ 6,890,000

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

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Trustee

(SEAL)

By: 

Trust Officer

P. J. Crooks

ATTEST:

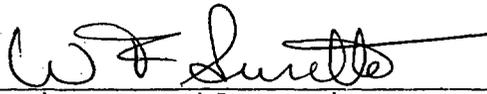


Assistant Trust Officer

M. P. Kowalewski

UNION PACIFIC RAILROAD COMPANY

(SEAL)

By: 

Vice President-Finance

ATTEST:



Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 25th day of March, 1976, before me personally appeared P. J. CROOKS, to me known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals 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.

Patricia J. Hartwell

Notary Public

PATRICIA J. HARTWELL
Notary Public, State of New York
No. 43-4616768
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1977

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of March, 1976, before me personally appeared W. F. SURETTE, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of the 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.

Elizabeth L. Vella

Notary Public
ELIZABETH L. VELLA
Notary Public, State of New York
No. 30-6451300

Qualified in Nassau County
Certificate Filed in N. Y. Co. Clk's Office
Commission Expires March 30, 1976

