

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N. Y. 10022

JAMES V. FAULKNER, JR.
ASSISTANT EASTERN GENERAL COUNSEL

RECORDATION NO. *8769 A*
Filed & Recorded
August 10 1978
AUG 10 1978 - 8 45 AM

RECEIVED
AUG 10 8 45 AM '78
FEE OPERATION BR.
I.C.C.

Hon. H. G. Homme, Jr. **INTERSTATE COMMERCE COMMISSION**
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Equipment Trust Agreement, dated as of
March 1, 1977, between Citibank, N.A.,
Trustee, and Union Pacific Railroad
Company; Recordation No. 8769

Dear Sir:

Enclosed herewith are executed Counter-
parts Nos. 1 through 6 of a First Supplemental
Agreement, dated as of July 24, 1978, between
Citibank, N.A., as Trustee, and Union Pacific Rail-
road Company, (the "Agreement"), amending the above
captioned Equipment Trust Agreement to reflect a
change in the numerical identification of the Trust
Equipment (as such term is defined in the Agreement).

After filing and recordation, Counterparts
Nos. 3 through 6 should be returned to the undersigned
or given to the bearer of this letter.

Also enclosed is a check payable to the order
of the Interstate Commerce Commission in the amount of
\$10.00 for the fee associated with the filing and
recordation of this document.

Very truly yours,

JVF, Jr./b
Encls.

8-202A020

Date AUG 10 1978

Fee \$ 10-

ICC Washington, D. C.

Paul Snyder
[Signature]

Interstate Commerce Commission
Washington, D.C. 20423

8/10/78

OFFICE OF THE SECRETARY

James V. Faulkner, Jr.
Union Pacific RR. Co.
345 Park Avenue
New York, N.Y. 10022

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 **8/10/78** at **8:50am** and assigned recordation number(s) **8769-A**

Sincerely yours,

H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

This Agreement has been executed in 10 original counterparts,
of which this is counterpart 1.

UNION PACIFIC EQUIPMENT TRUST NO. 3 OF 1977

RECORDATION NO. 8769-A Filed & Recorded

FIRST SUPPLEMENTAL AGREEMENT, AUG 10 1978 - 8 40 AM
DATED AS OF JULY 24, 1978,
BETWEEN CITIBANK, N.A., TRUSTEE, ~~INTERNATIONAL~~ INTERSTATE COMMERCE COMMISSION
AND UNION PACIFIC RAILROAD COMPANY

This FIRST SUPPLEMENTAL AGREEMENT, dated as of July 24, 1978, between CITIBANK, N.A., a national banking association incorporated and existing under the laws of the United States of America, 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 heretofore entered into an Equipment Trust Agreement, dated as of March 1, 1977 (hereinafter called the Agreement), which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act) on April 1, 1977, and assigned Recordation No. 8769, and pursuant to which the Trustee has issued \$16,500,000 aggregate principal amount of Union Pacific Equipment Trust No. 3 of 1977 Equipment Trust Certificates (hereinafter called the Trust Certificates); 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 set forth as Schedule A to the Agreement (hereinafter called the Description of Trust Equipment) to reflect a change in the numerical identification of the Trust Equipment (as such term is defined in the Agreement), 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 Trutee.

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:

5	3000-HP C30-7 Diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP 2970 to UP 2974, both inclusive\$589,500	\$2,947,500
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2. There is hereby inserted in the Description of Trust Equipment the following reference:

5 3000-HP C30-7 Diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP 2410 to UP 2414, both inclusive\$589,500 \$2,947,500

3. Except as amended and supplemented hereby, the Agreement shall remain in full force and effect.

4. This First Supplemental Agreement has been executed in several counterparts, each of which shall be deemed to be an original and all such counterparts shall together constitute but one and the same instrument.

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 hereunder affixed as of the day and year first above written.

CITIBANK, N.A., as Trustee

[SEAL]

By: [Signature]
Senior Trust Officer

ATTEST:

[Signature]
Trust Officer

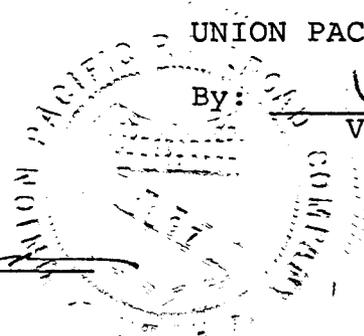
UNION PACIFIC RAILROAD COMPANY

[SEAL]

By: [Signature]
Vice President-Finance

ATTEST:

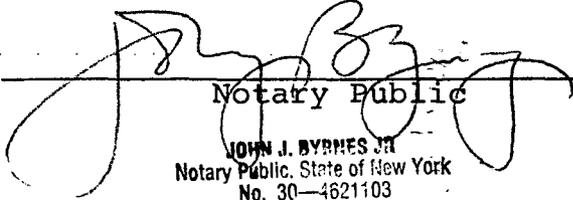
[Signature]
Secretary



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

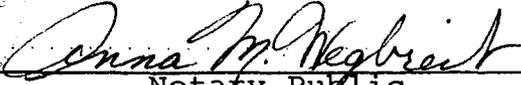
On this *24th* day of July, 1978, before me personally appeared Ralph E. Johnson, to me known, who, being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument 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.

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


Notary Public
JOHN J. BYRNES JR.
Notary Public, State of New York
No. 30-4621103
Qualified in Nassau County
Cert. filed in New York County
Term Expires March 30, 1979

On this *31st* day of July, 1978, before me personally appeared *William 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.

ANNA M. WEGBREIT
Notary Public, State of New York
No. 03-7691080
Qualified in Bronx County


Notary Public