

RECORDATION NO. 7554-B Filed & Recorded

No. 3

APR 17 1975-9 35 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO EQUIPMENT TRUST AGREEMENT, DATED  
AS OF JULY 1, 1974, BETWEEN MORGAN GUARANTY  
TRUST COMPANY OF NEW YORK, TRUSTEE, AND UNION  
PACIFIC RAILROAD COMPANY

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This AMENDATORY AGREEMENT, dated as of April 1, 1975, 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 heretofore entered into an Equipment Trust Agreement, dated as of July 1, 1974 (hereinafter called the Agreement), which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on June 28, 1974, and assigned Recordation No. 7554, and a Letter Agreement, dated July 8, 1974, supplementing the Agreement, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on July 17, 1974, and assigned Recordation No. 7554-A; and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee may, in the event that no Equipment Trust Certificates have been issued or are outstanding

under the Agreement, amend, supplement or delete any of the provisions of the Agreement; and

WHEREAS, no Equipment Trust Certificates have been issued or are outstanding under the Agreement as of the date hereof, and the Company and the Trustee desire to execute and deliver this Amendatory Agreement, for the purpose of amending, supplementing or deleting certain provisions of the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that certain provisions of the Agreement be and they hereby are amended, supplemented, or deleted as hereinbelow set forth:

(i) the third paragraph of Section 2.2 of the Agreement is hereby deleted therefrom and a new third paragraph is hereby added thereto, such new third paragraph to provide:

"The due date of each Trust Certificate shall appear upon its face. Fully registered Trust Certificates shall be dated the Original Issuance Date, or, if issued on or after July 1, 1975, as of the dividend payment date to which dividends shall have been paid, next preceding or coinciding with the date of issue, whichever is later, or if no dividends shall have been paid, the Original Issuance Date, and shall entitle the registered holder to dividends from the date thereof. The Trust Certificates with dividend warrants shall be dated the Original Issuance Date, and shall bear dividends from such date";

(ii) the July 1, 1974 date referred to in the fourth line from the bottom of page 6 of the Agreement is hereby deleted and the words, "the date hereof", are hereby inserted in replacement therefor;

(iii) the July 1, 1974 date referred to in the fifth line from the top of page 9 of the Agreement is hereby deleted and the following is hereby inserted in replacement therefor: "the [blank] day of [blank], 19 .";

(iv) between the definitions of Opinion of Counsel and Principal Office at page 13 of the Agreement, there is hereby inserted the following: "Original Issuance Date (in italics) with respect to the Trust Certificates shall mean the earliest date any such Trust Certificate is issued."; and

(v) as the result of the insertion in the Agreement of the definition of the Original Issuance Date referred to in (iv) above, there is hereby inserted in the Table of Contents at page (ii) of the Agreement between the reference to Opinion of Counsel and Principal Office the words "Original Issuance Date" and a corresponding reference to page 13 of the Agreement.

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

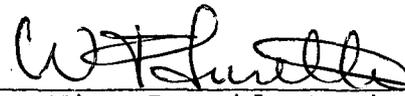
ATTEST:

  
Assistant Secretary

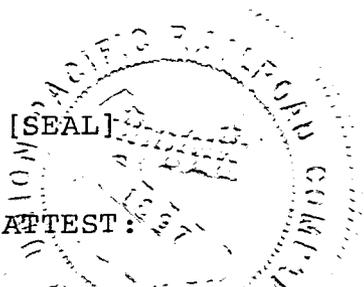
UNION PACIFIC RAILROAD COMPANY

[SEAL]

By:

  
Vice President-Finance

ATTEST:

  
  
Secretary

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

On this 14<sup>th</sup> day of April, 1975, 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.

*Frank Schlierf*  
\_\_\_\_\_  
Notary Public

FRANK SCHLIERF  
NOTARY PUBLIC, State of New York  
No. 60-3503450  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires March 30, 1977

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

On this 14<sup>th</sup> day of April, 1975, 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.

*Elizabeth L. Vella*  
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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, 1977

