

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

KENDOR P. JONES  
ASSISTANT EASTERN GENERAL COUNSEL

September 19, 1977

RECORDATION NO. 7521-C  
Filed & Recorded

SEP 22 1977 10 AM

INTERSTATE COMMERCE COMMISSION

Hon. H. G. Homie, Jr.,  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Re: Equipment Trust Agreement, dated as of May 1, 1974, between Morgan Guaranty Trust Company of New York, Trustee, and Union Pacific Railroad Company, Recordation No. 7521, as amended by a Letter Agreement, dated June 3, 1974, Recordation No. 7521-A, and a First Supplemental Agreement, dated as of April 30, 1975, Recordation No. 7521-B

Dear Sir:

I enclose herewith five executed counterparts of a Second Supplemental Agreement, dated as of September 1, 1977, between Morgan Guaranty Trust Company of New York, Trustee, and Union Pacific Railroad Company, amending and supplementing the above-captioned Equipment Trust Agreement, as previously amended, between the parties.

After filing and recordation, Nos. 1 through 3 of the enclosed counterparts should be returned to Kendor P. Jones, Esq., Assistant Eastern General Counsel, Union Pacific Railroad Company, 345 Park Avenue, New York, New York 10022, or given to the bearer of this letter.

The fee of \$10.00 for filing and recordation is enclosed herewith.

7-265A090

Very truly yours,

Date SEP 22 1977  
Fee \$ 10.00

*Kendor P. Jones*

KPJ:aw  
Enclosures

ICC - Washington, D. C.

*Handwritten note:*  
C. O. Jones  
Kendall Jones

*Handwritten notes:*  
SEP 22 1977  
FEE COLLECTED  
RECORDED

**EXECUTED COUNTERPART** No. 5

SECOND SUPPLEMENTAL AGREEMENT, DATED  
AS OF SEPTEMBER 1, 1977, BETWEEN MORGAN  
GUARANTY TRUST COMPANY OF NEW YORK,  
TRUSTEE, AND UNION PACIFIC RAILROAD  
COMPANY

RECORDATION NO. 7521-C Filed & Recorded

SEP 22 1977-10 30 AM

INTERSTATE COMMERCE COMMISSION

This SECOND SUPPLEMENTAL AGREEMENT, dated as of September 1, 1977, between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York trust company, 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 May 1, 1974, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act) on May 30, 1974, and assigned Recordation No. 7521; a Letter Agreement, dated June 3, 1974, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 20c of the Act on June 13, 1974, and assigned Recordation No. 7521-A; and a First Supplemental Agreement, dated as of April 30, 1975, amending such Equipment Trust Agreement, as amended, which was filed and recorded pursuant to the Act on May 1, 1975, and assigned Recordation No. 7521-B (such Equipment Trust Agreement, as so amended by such Letter Agreement and First Supplemental Agreement, being hereinafter called the Agreement); and

WHEREAS, pursuant to the Agreement the Trustee has issued \$15,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 5 of 1974 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 Second 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:

20 3000-HP SD-40-2 Diesel electric  
road freight locomotives, General  
Motors Corporation (Electro-Motive  
Division), builder, to be numbered  
UP 3243 to UP 3262, both inclu-  
sive.....\$355,000 \$ 7,100,000

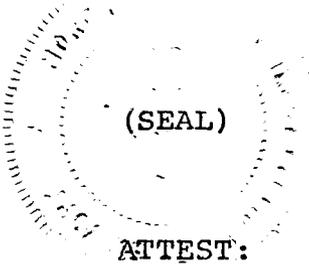
There is hereby inserted in the Description of Trust Equipment the following reference:

20 3000-HP SD-40-2 Diesel electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 8003 to UP 8022, both inclusive.....\$355,000 \$ 7,100,000

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

By: [Signature]  
Trust Officer



ATTEST:

[Signature]  
Assistant Trust Officer

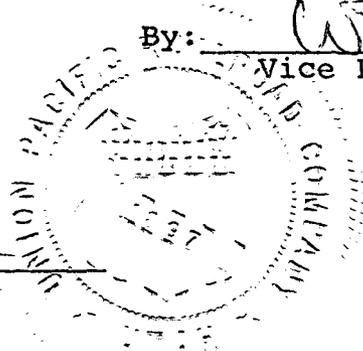
UNION PACIFIC RAILROAD COMPANY

(SEAL)

By: [Signature]  
Vice President-Finance

ATTEST:

[Signature]  
ASSISTANT Secretary

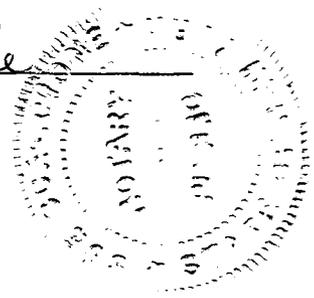


STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 13<sup>th</sup> day of September, 1977, 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.

*Sue Scalcione*  
Notary Public

SUE SCALCIONE  
NOTARY PUBLIC, State of New York  
No. 31-4649545  
Qualified in New York County  
Commission Expires March 30, 1979



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

On this 1<sup>st</sup> day of September, 1977, 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.

*Eileen A. Maloney*  
Notary Public  
EILEEN A. MALONEY  
Notary Public, State of New York  
No. 41-7235305 Queens County  
Certificate filed in New York Court

