

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

7-145A062

MAY 25 1977
date
fee \$ 10

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

RECORDATION NO. 8644-A Filed & Recorded

MAY 25 1977 - 3 20 PM
May 24, 1977

INTERSTATE COMMERCE COMMISSION

FEE OPERATION BR.
I.C.C.

CC Washington, D. C.
MAY 25 3 10 PM '77
RECEIVED

Hon. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Equipment Trust Agreement dated as of January 1, 1977, between Morgan Guaranty Trust Company of New York, Trustee, and Union Pacific Railroad Company; Recordation No. 8644

Dear Sir:

Enclosed herewith are executed Counterparts Nos. 1 through 6 of a First Supplemental Agreement, dated as of May 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.

After filing and recordation, Counterparts Nos. 1 through 4 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,

Kendor P. Jones

KPJ:b
Encls.

C. County Clerk

Interstate Commerce Commission
Washington, D.C. 20423

5/25/77

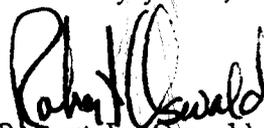
OFFICE OF THE SECRETARY

Kendor P. Jones
Assistant Eastern Gen.Counsel
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 **5/25/77** at **3:20pm** and assigned recordation number(s) **8644-A**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

This Agreement has been executed in 10 counter-
parts, of which this is Counterpart No. 6

RECORDATION NO. 8644-A Filed & Recorded

MAY 25 1977 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

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

This FIRST SUPPLEMENTAL AGREEMENT, dated as of
May 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 hereto-
fore entered into an Equipment Trust Agreement, dated as of
January 1, 1977 (hereinafter called the Agreement), pursuant
to which the Trustee has issued \$60,000,000 aggregate princi-
pal 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
January 10, 1977, and assigned Recordation No. 8644; 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:

61 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 3349 to UP 3409, both inclusive...\$577,100 \$35,203,100

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

51 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 3349 to UP 3399, both inclusive....\$559,355 \$28,527,105

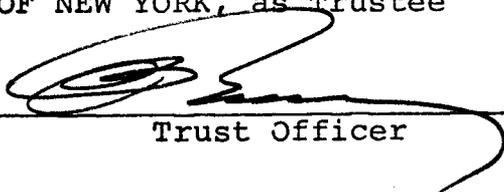
10 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 8065 to UP 8074, both inclusive....\$559,880 \$ 5,598,800

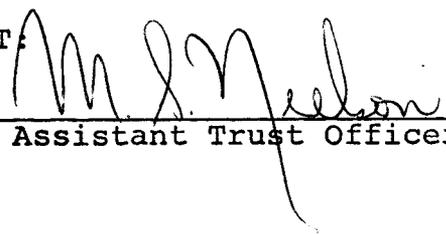
3. As a result of the foregoing, the amount referred
to as the TOTAL in the Description of Trust Equipment is
hereby changed from \$75,236,850 to \$74,159,655.

IN WITNESS WHEREOF, the Company and the Trustee have
caused their names to be signed hereto by their officers there-
unto 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

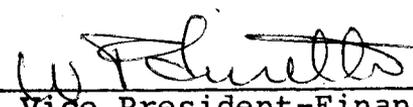
(SEAL)

By 
Trust Officer

ATTEST: 
Assistant Trust Officer

UNION PACIFIC RAILROAD COMPANY

(SEAL)

By 
Vice President-Finance

ATTEST: 
Secretary

