

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

8 1791046
JUN 28 1978

Date
Fee \$ 10

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

ICC Washington, D. C.

June 26, 1978

RECORDATION NO. 8644-B Filed & Recorded

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

JUN 28 1978 2 10 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Sir:

Enclosed herewith are executed Counter-
parts Nos. 1 through 6 of a Second Supplemental
Agreement, dated as of June 1, 1978, between Morgan
Guaranty Trust Company of New York, as Trustee, and
Union Pacific Railroad Company, amending and supple-
menting the above captioned Equipment Trust Agreement,
as previously amended.

After filing and recordation, at least four
of the Counterparts should be returned to the under-
signed 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 re-
cordation of this document.

Very truly yours,

Kendor P. Jones

C. H. Kimball
C. A. [Signature]

KPJ:b
Encls.
RECEIVED
JUN 28 2 05 PM '78
CERTIFICATION UNIT

Interstate Commerce Commission
Washington, D.C. 20423

6/28/78

OFFICE OF THE SECRETARY

Kendor P. Jones
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 6/28/78 at 2:10pm, and assigned recordation number(s) 8644-B & 8984-A

Sincerely yours,



Nancy L. Wilson
Acting Secretary

Enclosure(s)

RECORDATION NO. 8644-B Filed & Recorded

EXECUTED COUNTERPART No. 1

JUN 28 1978 -2 12 PM

INTERSTATE COMMERCE COMMISSION

SECOND SUPPLEMENTAL AGREEMENT, DATED AS OF
JUNE 1, 1978, BETWEEN MORGAN GUARANTY
TRUST COMPANY OF NEW YORK, TRUSTEE, AND
UNION PACIFIC RAILROAD COMPANY

This SECOND SUPPLEMENTAL AGREEMENT, dated as of June 1, 1978, 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 January 1, 1977, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act) on January 10, 1977, and assigned Recordation No. 8644, and pursuant to which the Trustee has issued \$60,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 2 of 1977 Equipment Trust Certificates (hereinafter called the Trust Certificates), and a First Supplemental Agreement, dated as of May 1, 1977, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 20c of the Act on May 25, 1977, and assigned Recordation No. 8644-A (such Equipment Trust

Agreement, as amended by such First Supplemental Agreement, being hereinafter called the Agreement); 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:

10 3000-HP C 30-7 Diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP 2960 to 2969, both inclusive	\$589,500	\$5,895,000
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2. There is hereby inserted in the Description of Trust Equipment the following reference:

10 3000-HP C 30-7 Diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP 2400 to UP 2409, both inclusive	\$589,500	\$5,895,000
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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

By [Signature]
Vice President-Finance



ATTEST: [Signature]
Secretary

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

On this 27th day of June, 1978, 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.

Maureen McShane
Notary Public

MAUREEN McSHANE
NOTARY PUBLIC, State of New York
No. 24-4649500
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1979

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

On this 13th day of June, 1978, 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.

Herbert R. Jones
Notary Public

HERBERT R. JONES
Notary Public, State of New York
No. 24-4649500
Qualified in New York County
Commission Expires March 30, 1980