

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N. Y. 10022

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

December 21, 1981

REC'D DATE NO. *6952-C*

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

DEC 22 1981 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement, dated as of
March 1, 1973, between Morgan Guaranty
Trust Company of New York, as Trustee,
and Union Pacific Railroad Company, as
amended (Recordation Nos. 6952, 6952-A
and 6952-B)

Dear Mrs. Mergenovich:

Enclosed herewith are five executed counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, a Third Supplemental Agreement, dated as of November 1, 1981, is a supplement to an equipment trust agreement and is a secondary document.

The primary document to which this supplement is connected is recorded under Recordation No. 6952.

This is not an assignment.

The names and addresses of the parties to the primary and secondary documents are as follows:

Trustee, Owner,
Lessor:

Morgan Guaranty Trust
Company of New York
30 West Broadway
New York, New York 10015

Lessee:

Union Pacific Railroad Company
345 Park Avenue
New York, New York 10154

Concluded S.P.R.

Hon. Agatha L. Mergenovich
December 21, 1981
Page Two

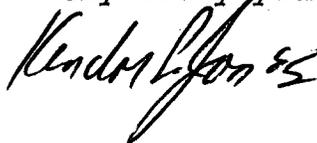
A description of the equipment covered by the document is attached hereto as Schedule A.

A fee of \$10 is enclosed. Please return any copies not needed by the Commission for recordation to the bearer of this letter or Kendor P. Jones, Esq., Union Pacific Railroad Company, 345 Park Avenue, New York, New York 10154.

A short summary of the document to appear in the index follows:

This Third Supplemental Agreement to an Equipment Trust Agreement amends the Description of Trust Equipment set forth as Schedule A thereto to change certain of the unit numbers.

Very truly yours,



KPJ:b
Encls.

SCHEDULE A

3 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, now numbered
UP 8000 to UP 8002, both inclusive,
to be renumbered UP 3240 to UP 3242,
both inclusive

This Third Supplemental Agreement has been executed in 10 original counterparts, of which this is Counterpart No. 1.

RECORDATION NO. 6952-c FILED 1425

THIRD SUPPLEMENTAL AGREEMENT,
DATED AS OF NOVEMBER 1, 1981,
BETWEEN
MORGAN GUARANTY TRUST COMPANY OF NEW YORK, ~~INTERSTATE~~ INTERSTATE COMMERCE COMMISSION
AND UNION PACIFIC RAILROAD COMPANY

DEC 22 1981 - 10 05 AM

This THIRD SUPPLEMENTAL AGREEMENT, dated as of November 1, 1981, 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 (i) an Equipment Trust Agreement, dated as of March 1, 1973, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act) on March 7, 1973, and assigned Recordation No. 6952, and pursuant to which the Trustee has issued \$14,400,000 aggregate principal amount of Union Pacific Equipment Trust No. 2 of 1973 Equipment Trust Certificates (hereinafter called the Trust Certificates); (ii) a First Supplemental Agreement, dated as of September 1, 1977, to such Equipment Trust Agreement, which was filed and recorded pursuant to Section 20c of the Act on September 22, 1977, and assigned Recordation No. 6952-A; and (iii) a Second Supplemental Agreement, dated as of January 1, 1980, to such Equipment Trust

Agreement, which was filed and recorded pursuant to 49 U.S.C., §11303 on February 8, 1980 and assigned Recordation No. 6952-B (such Equipment Trust Agreement, as amended, 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 Third 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 SD-40-2 Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3233 to UP 3239, both inclusive, and UP 8000 to UP 8002, both inclusive.....\$337,575 \$3,375,750

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

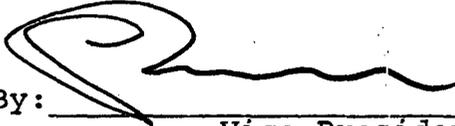
10 3000-HP SD-40-2 Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3233 to UP 3242, both inclusive.....\$337,575 \$3,375,750

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

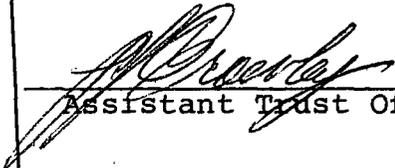
above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Trustee

(SEAL)

By: 
Vice President

ATTEST:


Assistant Trust Officer

UNION PACIFIC RAILROAD COMPANY

(SEAL)

By: 
Vice President and Treasurer

ATTEST:


Secretary

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

On this 15 day of December, 1981, before me personally appeared P. J. CROOKS, to me known, who, being by me duly sworn, says that he is a Vice President 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.

Harold Robinson

Notary Public
HAROLD ROBINSON
Notary Public, State of New York
Qualified in Queens County
Certificate Filed in New York County
No. 41-4781138
Commission Expires March 30, 1982

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

On this 2nd day of December, 1981, before me personally appeared H. B. SHUTTLEWORTH, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer 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.

Frances F. Syracuse

Notary Public
FRANCES F. SYRACUSE
Notary Public, State of New York
No. 31-4717130
Qualified in New York County
Commission Expires March 30, 1982

