

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT

1416 DODGE STREET OMAHA, NE 68179



RECORDATION NO. 1 5651-13 Filed 1988

RECORDATION NO. 15651-A Filed 1988

MAY 26 1988-3 25 PM

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INTERSTATE COMMERCE COMMISSION

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No. 8-147A094

Date... MAY 26 1988

Fee \$60.00 + 18.00
76.

ICC Washington, D. C

MAY 26 1988

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INTERSTATE COMMERCE COMMISSION

Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitution, N.W.
Washington, D.C. 20423

Recordation of Documents
Pursuant to 49 U.S.C. § 11303

Dear Ms. McGee:

Enclosed please find an original and one counter-
part of each of the documents described below to be recorded
pursuant to Section 11303 of Title 49 of the U.S. Code. The
documents to be filed are an Equipment Leasing Agreement (a
primary document) dated January 10, 1988, and the five (5)
Lease Supplements related thereto.

The names and addresses of the parties to the
lease are as follows:

Lessor:

NEMLC Leasing Corporation
28 State Street
Boston, Massachusetts 02107

Lessee:

Missouri Pacific Truck Lines, Inc.
210 North 13th Street.
St. Louis, Missouri 63103

The equipment covered by the lease, as supplemented, is described as follows:

- a) One hundred and seventy-five (175) Thrall Mark V Trailers assigned AAR reporting numbers NERZ 448001 - 448175; and
- b) One hundred (100) Railroader Rail Bogies assigned AAR reporting numbers NETX 87001-87100; and
- c) Four (4) Mark V Adapterailers assigned AAR reporting numbers NEAX 000001 - 000004.

I have enclosed a check in the amount of \$60.00 to cover the filing fees. Please return the original and any extra copies not needed by the Commission for recordation to me at the following address:

Union Pacific Railroad Company
Law Department
Room 830
Omaha, Nebraska 68179

The following is a short summary of each of the documents to appear in the index:

1. Equipment Leasing Agreement (Primary Lease) between NEMLC Leasing Corporation, having an office at 28 State Street, Boston, Massachusetts 02107 (Lessor), and Missouri Pacific Truck Lines, Inc., having an office at 210 North 13th Street, St. Louis, Missouri 63103 (Lessee), dated January 10, 1988, providing for the Lessee's lease of one hundred and seventy (175) Thrall Mark V Trailers, one hundred (100) Railroader Rail Bogies, and four (4) Mark V Adapterailers.
2. Lease Supplement No. One (1) to the Primary Lease dated February 26, 1988, covering one hundred and seventy-four (174) of the Thrall Mark V Trailers.

3. Lease Supplement No. Two (2) to the Primary Lease dated February 26, 1988, covering ninety-four (94) of the Railroader Rail Bogies.
4. Lease Supplement No. Three (3) to the Primary Lease dated April 14, 1988, covering one (1) of the Thrall Mark V Trailers.
5. Lease Supplement No. Four (4) to the Primary Lease dated April 14, 1988, covering the four (4) Mark V Adapterailers.
6. Lease Supplement No. Five (5) to the Primary Lease dated May 3, 1988, covering six (6) of the Railroader Rail Bogies.

If there are any questions regarding this filing, please write me at the above-mentioned address or call me at (402) 271-4928.

Very truly yours,



Brenda J. Council
Counsel for Missouri
Pacific Truck Lines, Inc.

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of January 10, 1988 between the undersigned Lessor and Lessee (herein, as amended and supplemented from time to time, called the "Lease"). Lessee hereby (a) acknowledges and certifies that each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, and that as between Lessor and Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally accepts each such Item for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each such Item commences on the date hereof and that such date is the Acceptance Date thereof; that the amount of the Acquisition Cost, Interim Rent and Basic Rent for all Items covered by this Lease Supplements and the Interim Term and Basic Term thereof, is as set forth below, and the amount of the Acquisition Cost of any Item listed on any Schedule attached hereto is as set forth therein. Lessee certifies that its representations and warranties set forth in Section 22 of the Lease are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Item(s) of Equipment (include make, model, serial number and quantity):

4 New Mark V Adapterailers

REPORTING MARKS

SHIPPING DATE

NEAX 000001	2/18/88
NEAX 000002	2/18/88
NEAX 000003	3/14/88
NEAX 000004	3/14/88

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2. AAR REPORTING MARKS AND NUMBERS: The AAR Reporting Marks and Numbers as listed above.

3. Acquisition Cost: \$192,170.36

4. Interim Term: commencing on date hereof and ending on April 30, 1988

5. Basic Term: one hundred twenty (120) months, commencing on May 1, 1988, and ending on April 30, 1998.

6. Interim Rent for Interim Term: \$ 1,368.84 (plus applicable sales/use tax) and payable on May 1, 1988

7. Basic Rent payable during Basic Term: \$2,415.56 (plus applicable sales/use tax) payable on each Rent Payment Date in advance during Basic Term, commencing on May 1, 1988.

Dated: April 14, 1988.

COUNTERPART NO. 3 OF 3
SERIALLY NUMBERED MANUALLY EXECUTED
COUNTERPARTS. TO THE EXTENT IF ANY
THAT THIS DOCUMENT CONSTITUTES
CHATTEL PAPER UNDER THE UNIFORM
COMMERCIAL CODE, NO SECURITY INTEREST
IN THIS DOCUMENT MAY BE CREATED
THROUGH THE TRANSFER AND POSSESSION
OF ANY COUNTERPART OTHER THAN
COUNTERPART NO. 1.

NEMLC LEASING CORPORATION (Lessor)

By [Signature]
Title: Vice President

MISSOURI PACIFIC TRUCK LINES, INC. (Lessee)

* By [Signature]
Title: President