

Union Pacific Corporation



5-218A017

Richard J. Ressler
Senior Corporate Attorney

No.
Date **AUG 6 1985**
Fee \$ 10.00

August 6, 1985

ICC Washington, D. C.

RECORDATION NO. 8984-B Filed 1428

Hon. James H. Bayne
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

AUG 6 1985 - 1 40 PM
INTERSTATE COMMERCE COMMISSION

AUG 6 1 40 PM '85

ICC OFFICE OF
THE SECRETARY

Re: Equipment Trust Agreement, dated as of September 1, 1977, between Morgan Guaranty Trust Company of New York, as Trustee, and Union Pacific Railroad Company; Recordation Nos. 8984 and 8984-A

Dear Sir:

Enclosed herewith are executed Counterparts Nos. 1 through 6 of a Second Supplemental Agreement, dated as of July 1, 1985, between Morgan Guaranty Trust Company of New York, as Trustee, and Union Pacific Railroad Company, amending and supplementing the above-captioned Equipment Trust Agreement.

After filing and recordation, five of the Counterparts 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 recording of this document.

Very truly yours,

Richard J. Ressler

RJR:b
Encls.

Bayne
Russell
Stene

Interstate Commerce Commission
Washington, D.C. 20423

8/6/85

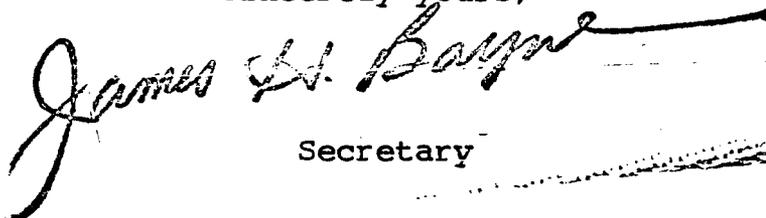
OFFICE OF THE SECRETARY

Richard J. Ressler
Senior Corporate Attorney
Union Pacific Corp.
345 Park Ave.
New York, N.Y. 10154

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/6/85 at 1:40pm and assigned re-
recording number (s). 8984-B

Sincerely yours,


Secretary

Enclosure (s)

This Second Supplemental Agreement has been executed in 8 original counterparts, of which this is Counterpart No. 1.

SECOND SUPPLEMENTAL AGREEMENT,
DATED AS OF JULY 1, 1985,
BETWEEN
MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE
AND UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 8984-B
AUG 6 1985 4:40 PM
INTERSTATE COMMERCE COMMISSION

This SECOND SUPPLEMENTAL AGREEMENT, dated as of July 1, 1985, between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York trust company incorporated and existing under the laws of the state of New York, as Trustee (the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the Company). (Terms used in this Supplemental Agreement shall have the same meanings as set forth in Section 1.1 of the Equipment Trust Agreement.)

WITNESSETH:

WHEREAS, the Trustee and the Company have entered into (i) an Equipment Trust Agreement, dated as of September 1, 1977 (the Original Agreement), which was filed and recorded pursuant to 49 U.S.C. § 11303 on September 9, 1977 and assigned Recordation No. 8984, and pursuant to which the Trustee has issued \$24,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1978 Equipment Trust Certificates (the Trust Certificates); and

WHEREAS, the Trustee and the Company have entered into a First Supplemental Agreement, dated as of June 1, 1978, which was filed and recorded pursuant to 49 U.S.C. § 11303 on June 28, 1978, and assigned Recordation No. 8984-A, for the purpose of

supplementing the Original Agreement to amend the Description of Trust Equipment therein (the Original Agreement, as so supplemented, 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 (the Description of Trust Equipment) set forth as Schedule A to the Agreement, 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 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:

6 3500 HP GP-40X Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 9000 to UP 9005, both inclusive\$502,400 \$3,014,400

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

6 3500 HP GP-40X Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 90 to UP 95, both inclusive\$502,400 \$3,014,400

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 [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

[SEAL]

By [Signature]
Vice President and Treasurer

ATTEST:

[Signature]
Secretary

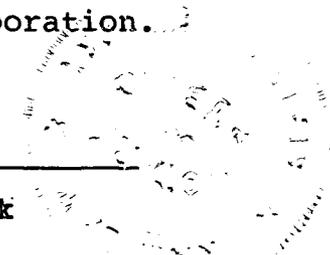
STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 24th day of July, 1985 before me personally appeared P. J. Crooks, to me personally 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 such corporation, that the instrument was signed and sealed on behalf of such corporation by authority of its Board of Directors, and that the execution of the instrument was the free act and deed of such corporation.

(SEAL)

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

Norm Land
Notary Public
No. 4823386
Qualified in New York County
Commission Expires Mar. 30, 1987



On the 24th day of July, 1985 before me personally appeared L. White Matthews, 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 such corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that the execution of the instrument was the free act and deed of such corporation.

(SEAL)

Elena Polizzi
Notary Public
ELENA POLIZZI
Notary Public, State of New York
No. 41-4685433 Qual. in Queens Co.
Certificate Filed in New York County
Commission Expires March 30, 1987

