

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT

1416 DODGE STREET



OMAHA, NE. 68179

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RECORDATION NO. 13117-8 Filed 1981

OCT 20 1981-1 55 PM

October 16 1981
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 13117-A Filed 1981

OCT 20 1981-1 55 PM

RECORDATION NO. 13117-2-293A Filed 1981

OCT 20 1981-1 55 PM

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

INTERSTATE COMMERCE COMMISSION
OCT 20 1981
70-80
Washington, D. C.

Dear Ms. Mergenovich:

There are enclosed herewith for filing and recording pursuant to §11303 of the Interstate Commerce Act an executed original and four (4) executed counterparts of each of the following documents relating to Equipment Lease Agreements between Union Pacific Railroad Company, having a place of business at 1416 Dodge Street, Omaha, Nebraska 68179, and The Western Pacific Railroad Company, having a place of business at 526 Mission Street, San Francisco, California 94105:

1. Equipment Lease Agreement dated as of March 1, 1981, covering the leasing by Union Pacific Railroad Company to The Western Pacific Railroad Company of 100 100-ton open-top hopper cars (C.D. No. 53599-6);

2. First Addendum (C.D. No. 53599-3-B), dated as of May 12, 1981, providing for the addition of 15 coil flatcars to an Equipment Lease Agreement dated as of April 2, 1980, covering the leasing by Union Pacific Railroad Company to The Western Pacific Railroad Company of 40 coil flatcars, filed and recorded pursuant to 49 U.S.C. §11303 on May 27, 1980, and assigned Recordation No. 13117.

3. Second Addendum (C.D. No. 53599-3-D), dated as of September 9, 1981, providing for the addition of 9 coil flatcars to an Equipment Lease Agreement dated as of April 2, 1980, covering the leasing by Union Pacific Railroad Company to The Western Pacific Railroad Company of 40 coil flatcars, filed and recorded pursuant to 49 U.S.C. §11303 on May 27, 1980, and assigned Recordation No. 13117.

After filing and recordation please return the counterparts marked "Duplicate Original UP or UPRR Counterpart" and "Duplicate Original WP or Lessee's Counterpart" of each of the enclosed agreements to Valerie W. Scott, General Counsel, Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179.

The fee of \$70.00 for filing and recordation is enclosed herewith.

Very truly yours,

Brenda J. Warren
Brenda J. Warren

Enclosures

DUPLICATE ORIGINAL
UPRR COUNTERPART

C.D. No. 53599-3-D

RECORDATION NO. 13117-C Filed 1425

EQUIPMENT LEASE

OCT 20 1981 - 1 35 PM

UNION PACIFIC RAILROAD COMPANY, INTERSTATE COMMERCE COMMISSION

Lessor

to

THE WESTERN PACIFIC RAILROAD COMPANY,

Lessee

Dated as of April 2, 1980
Filed and Recorded Pursuant to 49
U.S.C. § 11303 on May 27, 1980, and
Assigned Recordation No. 13117

SECOND ADDENDUM TO EQUIPMENT
LEASE

Dated as of September 9, 1981

RECORDATION NO. 13117C

Filed and Recorded with the
I.C.C. Pursuant to Section 11303 of
the Interstate Commerce Act on
10/20, 1981, at 1:35 PM.

C.D. No. 53599-3-D

ADDENDUM TO AGREEMENT dated April 2, 1980 (hereinafter the Original Agreement), by and between UNION PACIFIC RAILROAD COMPANY (the Lessor) and THE WESTERN PACIFIC RAILROAD COMPANY (the Lessee) covering the leasing of forty (40) coil flatcars for a term of five (5) years commencing April 1, 1980, unless sooner terminated as therein provided. By instrument dated May 12, 1981, the Original Agreement has been amended. The Original Agreement, amended as aforesaid, hereinafter is the Current Agreement and is identified in the records of the Lessor as C.D. No. 53599-3.

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IT IS MUTUALLY AGREED by and between the parties to the Original Agreement as follows:

Section 1. ADDITIONAL EQUIPMENT.

Effective as of June 1, 1981, the Lessor agrees to lease and let, and does hereby lease and let, unto the Lessee the Equipment (hereinafter Additional Equipment) identified on Exhibit D hereto attached. It is agreed that whenever and wherever reference is made in the Current Agreement to the Equipment of the Lessor leased to the Lessee under said agreement, such reference shall, from and after such effective date, be deemed to include the Additional Equipment leased by the Lessor to the Lessee hereunder, and all the terms and conditions of the Current Agreement shall, except as herein amended, from and after said effective date, apply to the Additional Equipment leased hereunder.

Section 2. AGREEMENT SUPPLEMENTAL.

This Agreement is supplemental to the Current Agreement and nothing herein contained shall be construed as amending or modifying the same except as herein specifically provided.

IN WITNESS WHEREOF, the parties hereto have caused

this Agreement to be executed in duplicate as of the 9th
day of September, 1981.

Witness: UNION PACIFIC RAILROAD COMPANY,

A. A. Holdorf

By J. C. Hecker
President

Witness:

THE WESTERN PACIFIC
RAILROAD COMPANY,
W. H. ...
Sr. Vice President

Approved as to form:
Branda J. Warren
Attorney

LAW DEPT. C.D.
UNION PACIFIC
OMAHA

EXHIBIT D

ADDITIONAL EQUIPMENT
LEASED

9 UPRR Coil Flatcars

UP Identifying Marks

UP259106
UP259168
UP259175
UP259196
UP259200
UP259205
UP259215
UP259220
UP259228

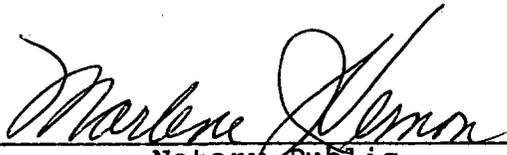
WP Identifying Marks

WP259106
WP259168
WP259175
WP259196
WP259200
WP259205
WP259215
WP259220
WP259228

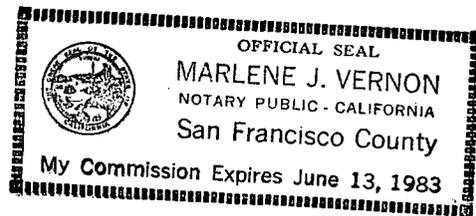
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 24 day of July, 1981,
before me, a Notary Public of said State, duly commission
and sworn, personally appeared R. W. STUMBO, JR., known to me
to be the Senior Vice President of the corporation that
executed the within instrument, and acknowledged to me that
such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this certi-
ficate above written.



Notary Public



STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO
JUL 24 1981

