

UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 13117-E Filed 1425

LAW DEPARTMENT

1416 DODGE STREET



OMAHA, NE JUL 29 1982 - 10 25 AM

C. BARRY SCHAEFER
Vice President-Law
WILLIAM P. HIGGINS
Assistant Vice President-Law
VALERIE W. SCOTT
General Counsel
ROBERT N. WEATHERBEE
FREDERICK W. READ III
Associate General Counsel
HARRY LUSTGARTEN, JR.
General Solicitor

ROBERT B. BATCHELDER
W. DONALD BOE, JR.
PAUL A. CONLEY, JR.
General Commerce Counsel
JEROME GIVEN
General Trial Counsel
ROBERT E. WALKLEY
General Contract Counsel

INTERSTATE COMMERCE COMMISSION
JOHN W. MacILROY
Legislative Counsel
JOSEPH D. ANTHOFER
RONALD W. EUBANKS
KARL R. MORTHOLE
General Attorneys
LORRAINE CHANG
MARK A. KALAFUT
FORREST N. KRUTTER
MICHAEL P. McREYNOLDS
NANCY A. ROBERTS
BRENDA J. WARREN
Asst. General Attorneys
GAYLA L. FLETCHER
JUDY K. HOFFMAN
LOUISE A. RINN
JAMES C. STROO
BARBARA W. ZANDBERGEN
Attorneys

July 26, 1982

JUL 29 1982 - 10 25 AM

C-53599-3-E
C-53599-6-A

INTERSTATE COMMERCE COMMISSION

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

2-210A03D
JUL 29 1982
RECEIVED
JUL 29 10 20 AM '82

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 counterpart originals 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. Third Addendum (C.D. No. 53599-3-E), dated as of June 25, 1982, providing for the substitution of exhibits to an Equipment Lease dated as of April 2, 1980, as amended, covering the leasing by Union Pacific Railroad Company to The Western Pacific Railroad Company of 40 coil flat cars, filed and recorded pursuant to 49 U.S.C. § 11303 on May 27, 1980, and assigned Recordation No. 13117; and

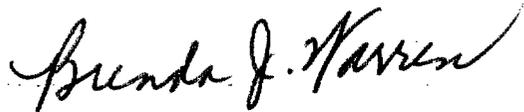
Ms. Agatha L. Mergenovich
July 26, 1982
Page Two

2. First Addendum (C.D. No. 53599-6-A) dated as of June 25, 1982, providing for renewal of an 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, filed and recorded pursuant to 49 U.S.C. § 11303 on October 20, 1981, and assigned Recordation No. 13117-A.

After filing and recordation, please return the counterparts marked "Duplicate Original UPRR and Original Counterpart UPRR" and "Duplicate Original Lessee's and Original Counterpart WP" 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 \$20.00 for filing and recordation is enclosed herewith.

Very truly yours,



Brenda J. Warren

Enclosures

ORIGINAL COUNTERPART
UPRR COUNTERPART

EQUIPMENT LEASE

C.D. No. 53599-6-A

UNION PACIFIC RAILROAD COMPANY,

Lessors
RECORDATION NO. 13117-13117-E Filed 1425

JUL 29 1982 10:30 AM

to

INTERSTATE COMMERCE COMMISSION

THE WESTERN PACIFIC RAILROAD COMPANY,

Lessee

Dated as of March 1, 1981
Filed and Recorded Pursuant to
49 U.S.C. § 11303 on October 20, 1981,
and Assigned Recordation No. 13117-A

FIRST ADDENDUM TO EQUIPMENT
LEASE

Dated as of June 25, 1982

RECORDATION NO. _____

Filed and Recorded with the
I.C.C. pursuant to Section 11303 of
the Interstate Commerce Act on
_____, 1982, at ____:____.M.

C.D. No. 53599-6-A

ADDENDUM TO AGREEMENT dated March 1, 1981 (herein-
after the Original Agreement), by and between UNION PACIFIC
RAILROAD COMPANY (the Lessor) and THE WESTERN PACIFIC
RAILROAD COMPANY (the Lessee) covering the leasing of one-
hundred (100) open-top hopper cars for use on the Lessee's
lines of railroad for a term of one (1) year and one (1)
month commencing on March 1, 1981, unless sooner terminated
as therein provided. The Original Agreement is identified
in the records of the Lessor as C.D. No. 53599-6.

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

Section 1. ADOPTION AND RENEWAL OF ORIGINAL AGREEMENT.

The Original Agreement, which by this reference is
made a part hereof, shall be, and hereby is, adopted by the
parties hereto as their agreement for a term commencing
April 1, 1982, and extending to and including March 31, 1983,
and all the terms and conditions of the Original Agreement,
as herein amended, shall have the same force and effect and
be as binding upon the parties hereto during the term hereof
as if the same were repeated herein, the Original Agreement,
as herein renewed and amended, to be subject to termination
prior to the expiration of the term herein named in the same
manner as is provided therein for termination prior to the
expiration of the term thereof.

Section 2. AGREEMENT SUPPLEMENTAL.

This Agreement is supplemental to the Original
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 25th
day of June, 1982.

Witness:

A. A. Holdorf

UNION PACIFIC RAILROAD COMPANY,

By [Signature]
VICE President

Witness:

[Signature]
MANAGER - TREASURY OPERATIONS

THE WESTERN PACIFIC RAILROAD
COMPANY,

By [Signature]
Its St. Vice President - Finance

Approved as to form:

Brenda J. Warren
Assistant General Attorney

LAW DEPT. C. D.
UNION PACIFIC
OMAHA