

Union Pacific Corporation



RECORDATION NO. 15236-A  
FORM 1400

NOV 25 1987 - 2 22 PM

INTERSTATE COMMERCE COMMISSION

J. Ryan O'Connell  
Senior Corporate Attorney

November 24, 1987

11/25/87  
REC # 10.00  
ICE Washington, D.C.

Via Airborne Express

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
17th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Union Pacific Railroad Equipment Trust  
Trust No. 1 of 1987; Agreement dated as  
of May 1, 1987

Dear Ms. McGee:

Enclosed please find an original and three counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. § 11303.

The document is a First Supplemental Agreement, dated as of November 15, 1987, to the above-captioned Agreement, adding 30 locomotives to the equipment to be held in trust pursuant to the Agreement. The Agreement is recorded under Recordation No. 15236.

I enclose a fee of \$10. Please return to me the original First Supplemental Agreement and any copies which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Very truly yours,

JROC/eb  
Enclosures

cc: C. W. von Bernuth, Esquire  
Mr. E. A. Willis

RECORDATION NO. 15236-A  
FORM 1400

NOV 25 1987 -2 1:14 PM

FIRST SUPPLEMENTAL AGREEMENT,  
DATED AS OF NOVEMBER 15, 1987, INTERSTATE COMMERCE COMMISSION  
BETWEEN  
CITIBANK, N.A., AS TRUSTEE,  
AND UNION PACIFIC RAILROAD COMPANY

This FIRST SUPPLEMENTAL AGREEMENT, dated as of November 15, 1987, between CITIBANK, N.A., a national banking association, incorporated and existing under the laws of the United States of America, as Trustee (the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the Company). (Terms used in this First Supplemental Agreement shall have the same meanings as set forth in Section 1.1 of the Equipment Trust Agreement referred to below.)

WITNESSETH:

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement, dated as of May 1, 1987 (the Agreement), which was filed and recorded pursuant to 49 U.S.C. § 11303 on May 18, 1987 and assigned Recordation No. 15236, and pursuant to which may be issued up to \$13,500,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1987 Equipment Trust Certificates (the Trust Certificates); and

WHEREAS, Section 9.4 of the Agreement provides that, in the event no Trust Certificates are outstanding under the Agreement, the Company and the Trustee may amend, supplement or delete any of the provisions of the Agreement, and there are no Trust Certificates outstanding under the Agreement; and

WHEREAS, the Board of Directors of the Company has authorized an increase to up to \$127,272,000 in principal amount of Trust Certificates which may be issued under the Agreement, so as to finance the purchase of certain diesel-electric locomotives; and

WHEREAS, pursuant to such authority the Company and the Trustee desire to execute and deliver this First Supplemental Agreement, in order to increase to \$47,500,000 the principal amount of Trust Certificates which may be issued under the Agreement and to amend the description of the Trust Equipment to add thereto 30 diesel-electric locomotives;

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. The third "Whereas" clause on page 1 of the Agreement is amended by deleting on the fourth line thereof "\$13,500,000" and replacing such figure with "\$47,500,000."
2. The phrase "Total Authorized Issue \$13,500,000" in the ninth line of page 2 is amended to read "Total Authorized Issue \$47,500,000."
3. The first full paragraph of page 3 is amended by substituting "\$47,500,000" for "\$13,500,000" in the fourth line of the first full paragraph of that page.

4. Section 2.1 on page 9 is amended by replacing "\$13,500,000" with "\$47,500,000" in the third line of the second paragraph of such section.
  
5. The description of the Trust Equipment set forth as Schedule A to the Agreement is amended by adding thereto the following reference:

<u>No. of Units</u>		<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	4000 H.P. Dash 8-40C diesel-electric road freight locomotives, General Electric Corporation, builder, to be numbered UP 9100 to UP 9129, both inclusive.....	\$1,135,586	\$34,067,580

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.

[SEAL]

CITIBANK, N.A.

By

*P. DeFelice*

Vice President

ATTEST:

*[Signature]*  
Trust Officer

UNION PACIFIC RAILROAD COMPANY

By

*[Signature]*

Treasurer

[SEAL]

ATTEST:

*[Signature]*  
Assistant Secretary

STATE OF NEW YORK )

)

) SS.:

COUNTY OF NEW YORK )

)

On this 24<sup>th</sup> day of November, 1987, before me personally appeared P. DeFelice, to me personally known, who, being by me duly sworn, says that he is a Vice President of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of such bank and that the instrument was signed and sealed on behalf of such bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such bank.

*Janette G. Austin*

Notary Public

JANETTE G. AUSTIN

Notary Public, State of New York

No. 24-4982390

Qualified in Kings County

Certificate Filed in New York County

Commission Expires Aug. 3, 1989



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

On this 24<sup>th</sup> day of November, 1987, before me personally appeared G. M. Stuart, to me personally known, who, being by me duly sworn, says that he is the Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation and that the instrument was signed and sealed on behalf of the 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 the corporation.

*J. Ryan O'Connell*  
\_\_\_\_\_  
Notary Public

J. RYAN O'CONNELL  
Notary Public, State of New York  
No 31-4691196  
Qualified in New York County  
Commission Expires 12/31/89

