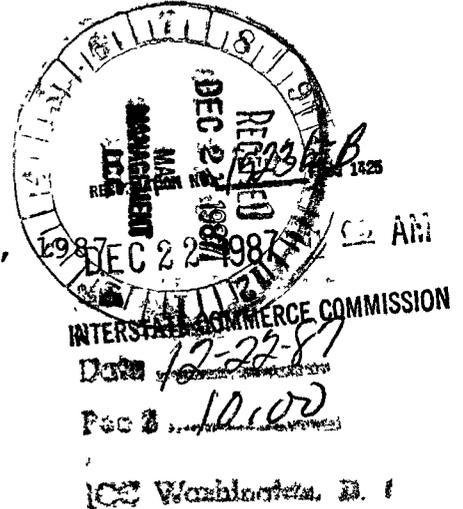


Union Pacific Corporation



J Ryan O'Connell
Senior Corporate Attorney

December 21, 1987



VIA AIRBORNE

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

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

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 Second Supplemental Agreement, dated as of December 15, 1987, to the above-captioned Agreement, adding 45 locomotives to the equipment to be held in trust pursuant to the Agreement. The Agreement as supplemented, is recorded under Recordation Nos. 15236 and 15236-A.

I enclose a fee of \$10. Please return to me the original Second 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,

JRO'C:b
Encls.
cc: C. W. von Bernuth, Esq.
Mr. E. A. Willis

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

J. Ryan O'Connell
345 Park Ave.
New York, NY 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 12/22/87 at 11:05AM, and assigned re-
recording number(s). 15236-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

REC'D. DATE NO. 15236-B
FILED 1425

SECOND SUPPLEMENTAL AGREEMENT, DEC 22 1987 - 11 22 AM
DATED AS OF DECEMBER 15, 1987,
BETWEEN
CITIBANK, N.A., AS TRUSTEE, INTERSTATE COMMERCE COMMISSION
AND UNION PACIFIC RAILROAD COMPANY

This SECOND SUPPLEMENTAL AGREEMENT, dated as of December 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 Second 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, which was filed and recorded pursuant to 49 U.S.C. § 11303 on May 18, 1987 and assigned Recordation No. 15236, and such agreement was modified by a First Supplemental Agreement, dated as of November 15, 1987, which was filed and recorded on November 25, 1987 and assigned Recordation No. 15236-A (such agreement, as so modified being referred to as the Agreement), and pursuant to the Agreement there may be issued up to \$47,500,000 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;

WHEREAS, pursuant to such authority the Company and the Trustee desire to execute and deliver this Second Supplemental Agreement, in order to increase to \$98,600,000 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 45 diesel-electric locomotives; and

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 "\$47,500,000" and replacing such figure with "\$98,600,000."
2. The phrase "Total Authorized Issue \$47,500,000" in the ninth line of page 2 is amended to read "Total Authorized Issue \$98,600,000."

3. The first full paragraph of page 3 is amended by substituting "\$98,600,000" for "\$47,500,000" in the fourth line of the first full paragraph of that page.
4. Section 2.1 on page 9 is amended by replacing "\$47,500,000" with "\$98,600,000" 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:

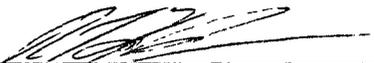
<u>No. of Units</u>		<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
45	4000 H.P. Dash 8-40C diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP 9130 to UP 9174, both inclusive.....	\$1,135,586	\$51,101,370

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.

CITIBANK, N.A.

[SEAL]

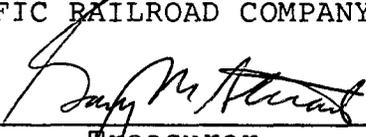
By 
Vice President

ATTEST:


Trust Officer

UNION PACIFIC RAILROAD COMPANY

[SEAL]

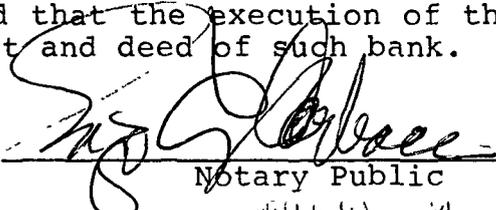
By 
Treasurer

ATTEST:


Assistant Secretary

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

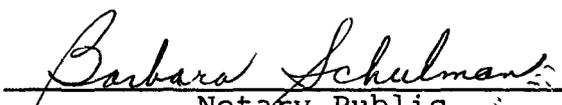
On this 19th day of December, 1987, before me personally appeared B. I. KIRCHNER to me personally known, who, being by me duly sworn, says that he is a Vice President of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of such bank and that the instrument 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.



Notary Public
Notary Public, State of New York
No. 43-5605795
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1988

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

On this 18th day of December, 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.



Notary Public
BARBARA SCHULMAN
Notary Public, State of New York
No. 31-4792130
Qualified in New York County
Commission Expires 11/30/89