



**Western Pacific
Railroad Company**
"THE FEATHER RIVER ROUTE"

3-209A085

RECORDATION NO. 11662-6
FIND 1325

JUL 28 1983 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

526 Mission Street
San Francisco, CA 94105
Telephone 415 982-2100

No. **JUL 28 1983**
Date
Fee \$ 10.00

July 26, 1983

File: 6116-77

ICC Washington, D. C.

Honorable A. L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Mergenovich:

I have enclosed duplicate originals and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a statement of new numbers and reporting marks, a secondary document dated July 15, 1983. The primary document to which this is connected is recorded under Recordation No. 11662.

The names and addresses of the parties to the documents are as follows:

A. Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland 21203, Agent and Vendor.

Morrison-Knudsen Company, Inc., One Morrison-Knudsen Plaza, Boise, Idaho 83729, Builder.

B. The Western Pacific Railroad Company, 526 Mission Street, San Francisco, CA 94105, Lessee.

The Connecticut Bank and Trust Company, One Constitution Plaza, Hartford, Connecticut 06115, Trustee and Lessor.

A description of the equipment covered by the document follows:

17 GP 35 diesel locomotives; AAR mechanical designation BB; Old Road Numbers - WP 782-787, 788-790, 791-794, 795, 796, 797, 798; New Road Numbers - UP 782-787, 788-790, 791-794, 795, 796, 797, 798.

15 GP 40 diesel locomotives; AAR mechanical designation BB; Old Road Numbers - WP 651-665; New Road Numbers - UP 651-665.

Identifying Marks: The words, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission" printed on each side of each unit.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Katherine M. Griffin, Law Department, The Western Pacific Railroad Company, 526 Mission Street, San Francisco, CA 94105. We are enclosing a self-addressed stamped envelope.

A short summary of the document to appear in the index follows:

The document is a statement of new numbers and reporting marks for the locomotives subject to the Reconstruction and Conditional Sale Agreement recorded under recordation no. 11662 and the lease recorded under recordation no. 11662. All WP road numbers have been changed to UP road numbers as follows:

<u>Old Road Numbers</u>	<u>New Road Numbers</u>
WP 782-787	UP 782-787
788-790	788-790
791-794	791-794
795	795
796	796
797	797
798	798
WP 651-665	UP 651-665

Very truly yours,


Katherine M. Griffin
General Attorney

KMG:mgv

RECORDATION NO. 11662-G
Filed 1425

JUL 28 1983 - 11:50 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS AND REPORTING MARKS FOR EQUIPMENT SUBJECT TO RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT DATED AS OF MARCH 15, 1980 BETWEEN MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY AS AGENT AND VENDOR, MORRISON-KNUDSEN COMPANY, INC. AND THE CONNECTICUT BANK AND TRUST COMPANY AS TRUSTEE AND VENDEE, RECORDED WITH THE INTERSTATE COMMERCE COMMISSION ON APRIL 10, 1980 AND ASSIGNED RECORDATION NUMBER 11662.

2. LEASE OF RAILROAD EQUIPMENT DATED AS OF MARCH 15, 1980 BETWEEN THE WESTERN PACIFIC RAILROAD COMPANY AS LESSEE AND THE CONNECTICUT BANK AND TRUST COMPANY AS TRUSTEE AND LESSOR, RECORDED WITH THE INTERSTATE COMMERCE COMMISSION ON APRIL 10, 1980 AND ASSIGNED RECORDATION NUMBER 11662-B.

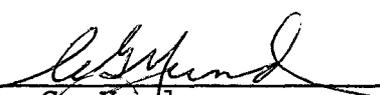
The following described units equipment subject to the above-mentioned Reconstruction and Conditional Sale Agreement and Lease of Railroad Equipment are renumbered as follows:

<u>No. of Units</u>	<u>Description</u>	<u>Old Road Numbers</u> (both inclusive)	<u>New Road Numbers</u> (both inclusive)
17	GP 35 diesel locomotives	WP 782-787 788-790 791-794 795 796 797 798	UP 782-787 788-790 791-794 795 796 797 798
15	GP 40 diesel locomotives	WP 651-665	UP 651-665

Dated: July 15, 1983

THE WESTERN PACIFIC RAILROAD COMPANY

By


C. G. Yund
General Manager

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

On this 15th day of July, 1983,
before me, personally appeared C. G. YUND, to me personally
known, who, being by me duly sworn, says that he is the
General Manager of THE WESTERN PACIFIC RAILROAD COMPANY, that
the seal affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and
sealed on behalf of said 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 said
corporation,

Diane Lorette Fafoutis
Notary Public
in and for the City and County of
San Francisco, State of California

