

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT



RECORDATION NO. 11662-H Filed 1425

JUN 7 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

Los Angeles

Sacramento

555 Capitol Mall, Suite 490
Sacramento, CA 95814
(916) 442-2800

5480 Ferguson Drive
P.O. Box 22004
East Los Angeles, CA 90022

MICHAEL L. WHITCOMB
Assistant General Solicitor
NANCY M. MATTHES
Assistant General Attorney
STEPHEN K. MARMADUKE
Assistant General Attorney

JOE S. GRAY
General Solicitor

ROBERT M. WHITE
Assistant General Solicitor
(213) 725-2483
JAMES C. E. BARCLAY
General Attorney
(213) 725-2494
ALBERT ESCOBEDO
General Attorney
(213) 725-2497

WAYNE K. HORIUCHI
Special Representative
Government Affairs

May 30, 1985

File

The Honorable James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Bayne:

Enclosed for recording with the Interstate Commerce Commission are four (4) originals of a statement of new numbers. This statement relates to the following:

1. Parties to the Transaction.

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.

The Western Pacific Railroad Company, 1416 Dodge Street, Omaha, NE, 68179 (formerly 526 Mission Street, San Francisco, CA, 94105) Lessee.

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

2. Prior Recording.

Reconstruction and Conditional Sale Agreement dated as of March 15, 1980, between Mercantile-Safe Deposit and Trust Company, Morrison-Knudsen Company, Inc., and the Connecticut Bank and Trust Company filed on April 10, 1980 and assigned Recordation No. 11662.

Please respond to:

SACRAMENTO
 LOS ANGELES

Interstate Commerce Commission
Washington, D.C. 20423

6/7/85

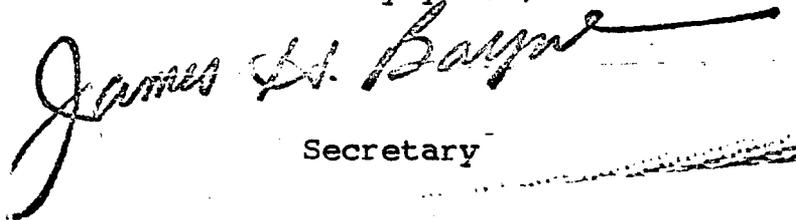
OFFICE OF THE SECRETARY

Stephen K. Marmaduke
Union Pacific RR. Co.
555 Capitol Mall, Ste. 490
Sacramento, CA. 95814

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 6/7/85 at 3:25pm and assigned re-
recording number(s). 5806-J, 6281-G & 11662-H

Sincerely yours,


Secretary

Enclosure(s)

Transfer Agreement dated as of March 15, 1980, to Mercantile-Safe Deposit and Trust Company from the Connecticut Bank and Trust Company filed on April 10, 1980 and assigned Recordation No. 11662-A.

Lease of Railroad Equipment dated as of March 15, 1980, between the Western Pacific Railroad Company and the Connecticut Bank and Trust Company filed on April 10, 1980 and assigned Recordation No. 11662-B.

Assignment of Lease and Agreement dated as of March 15, 1980 between the Connecticut Bank and Trust Company and Mercantile-Safe Deposit and Trust Company filed on April 10, 1980 and assigned Recordation No. 11662-C; and

Amendment Agreement No. 1 dated as of June 30, 1981, between the Western Pacific Railroad Company, Mercantile-Safe Deposit and Trust Company, as agent, and the Connecticut Bank and Trust Company, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of March 15, 1980 with General Electric Credit Corporation and Connell Rice & Sugar Co; Inc., filed on July 20, 1981 and assigned Recordation No. 11662-E.

3. Description of Documents.

Statement of new numbers for the following equipment:

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

Also enclosed is this company's voucher in the sum of \$10.00 payable to the Interstate Commerce Commission being the prescribed fee for filing and recording the foregoing document.

Very truly yours,

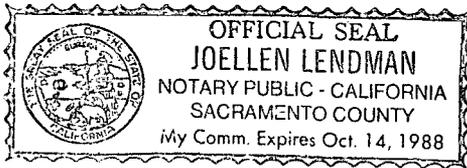


STEPHEN K. MARMADUKE

SKM/dn

STATE OF CALIFORNIA)
) ss:
COUNTY OF SACRAMENTO)

On this 3rd day of June, 1985, before me, personally appeared JOE S. GRAY, to me personally known, who, being by me duly sworn, says that he is the General Solicitor and Assistant Secretary 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.



Joellen Lendman
Notary Public
in and for the City and
County of Sacramento,
State of California.

JUN 7 1985 3 25 PM

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.

The following described 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 (both inclusive)</u>	<u>New Road Numbers (both inclusive)</u>
15	GP 40 diesel locomotives	UP 651-665	MP651-665

DATED: 6/3/85

THE WESTERN PACIFIC RAILROAD COMPANY

By: Joe S. Gray
Joe S. Gray
General Solicitor and
Assistant Secretary