

# Union Pacific Corporation



9-306A003

Jack E. Jerrett  
Senior Corporate Attorney

November 1, 1989

RECORDATION NO

16276-C  
FILED 1489

NOV 2 1989 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

## AIRBORNE

Honorable Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, DC 20423

Re: Union Pacific Equipment Trust Series A

Dear Madam:

I have enclosed for recording under Section 11303 of Title 49 of the United States Code, four executed originals of a Third Supplemental Agreement, dated as of October 26, 1989 (the "Supplemental Agreement"), between Union Pacific Railroad Company (the "Company") and Citibank, N.A., as Trustee (the "Trustee"), covering certain railroad equipment described in Paragraph 1 thereto. The primary document to which this is connected is an Equipment Trust Agreement, dated as of April 1, 1989 and assigned Recordation No. 16276.

The names and addresses of the parties to the enclosed Supplemental Agreement are:

TRUSTEE-LESSOR:	Citibank, N. A. 120 Wall Street, 13th Floor New York, New York 10043
GUARANTOR-LESSEE:	Union Pacific Railroad Company 1416 Dodge Street Omaha, Nebraska 68179

At the time of delivery and thereafter until the Lessee has fully performed its obligations under the Equipment

Trust Agreement, each unit of railroad equipment covered by the Supplemental Agreement will bear the marking:

"Union Pacific Equipment Trust Series A;  
Citibank, N.A., Trustee, Owner, Lessor."

After these documents are filed and recorded, kindly return three of the enclosed copies to me.

I also enclose a check to the order of the Interstate Commerce Commission in the amount of \$15.00 to cover the fee associated with the filing and recordation of the Supplemental Agreement.

Please acknowledge your receipt of this letter by stamping and returning to the undersigned the enclosed copy of this letter in the enclosed stamped, self-addressed envelope.

Very truly yours,

A handwritten signature in cursive script that reads "J. C. Jenett".

JEJ:ccm

Enclosures

cc: Edwin A. Willis  
Robert E. Bartos

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/2/89

OFFICE OF THE SECRETARY

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower  
Eighth & Eaton Avenue  
Bethlehem, PA. 18018

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 11/2/89 at 10/50, and assigned recordation number(s). 16276-C

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

This Supplemental Agreement has been executed in 6 original counterparts, of which this is Counterpart No. 4.

THIRD SUPPLEMENTAL AGREEMENT

RECORDED ON 16276-C FILED 1989

BETWEEN

NOV 2 1989 - 10 50 AM

CITIBANK, N.A., TRUSTEE

INTERSTATE COMMERCE COMMISSION

AND UNION PACIFIC RAILROAD COMPANY

This THIRD SUPPLEMENTAL AGREEMENT, dated as of October 26, 1989, is 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"). Unless otherwise defined herein, terms used in this Third 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 heretofore entered into (1) an Equipment Trust Agreement, dated as of April 1, 1989, which was filed and recorded pursuant to 49 U.S.C. §11303 on April 7, 1989 and assigned Recordation No. 16276; (2) a First Supplemental Agreement, dated as of June 14, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on June 19, 1989 and assigned Recordation No. 16276-A; and (3) a Second Supplemental Agreement, dated as of October 5, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on October 11, 1989 and assigned Recordation No. 16276-B (such Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement"); and

WHEREAS, pursuant to the Agreement up to \$54,322,200 aggregate principal amount of Union Pacific Equipment Trust Series A Equipment Trust Certificates (the "Trust Certificates") may be issued; and

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

WHEREAS, there are no Trust Certificates which have been issued and are outstanding under the Agreement; and

WHEREAS, the Company has requested that the Trustee, and the Trustee has agreed to, execute this Third Supplemental Agreement in order to change the description of certain units of Trust Equipment added to the Agreement pursuant to the above-referenced Second Supplemental Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and provisions herein contained, the parties hereby agree to amend the Agreement as follows:

1. The description of the Trust Equipment set forth as Schedule A to the Agreement is amended to change the description of the 120 fully enclosed, bi-level auto racks to read as follows:

<u>No. of Units</u>	<u>Description</u>	<u>Builder</u>	<u>Cost</u>
120	Fully Enclosed Bi-level Auto Racks, numbered 8319 to 8438, inclusive	Thrall Car Manufacturing Company	\$3,525,600

2. Except as supplemented hereby, the Agreement shall remain in full force and effect.

3. This Third Supplemental Agreement has been simultaneously executed in several counterparts, each of which shall be deemed an original and all such counterparts shall together constitute but one and the same instrument.

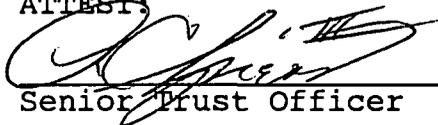
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

CITIBANK, N.A.,  
as Trustee

(Seal)

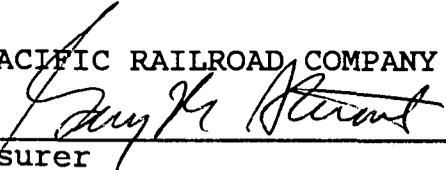
By:   
Vice President

ATTEST:

  
Senior Trust Officer

UNION PACIFIC RAILROAD COMPANY

(Seal)

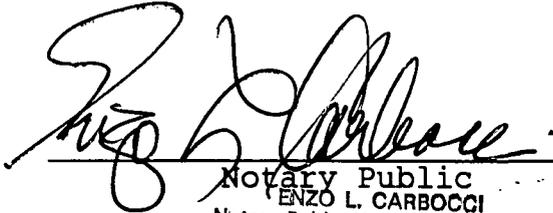
By:   
Treasurer

ATTEST:

  
Assistant Secretary

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

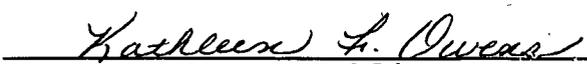
On the 30<sup>th</sup> day of October, 1989, before me personally appeared R. T. KIRCHNER, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of such bank, that the instrument was signed and sealed on behalf of the 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  
ENZO L. CARBOCCI  
Notary Public, State of New York  
No. 43-5605595  
Qualified in Richmond County  
Certificate Filed in New York County  
Term Expires March 30, 1990

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS:  
COUNTY OF LEHIGH )

On the 26<sup>th</sup> day of October, 1989, before me personally appeared Mary M. Stuart, to me personally known, who being by me duly sworn, says that he is Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of such corporation, 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

Notarial Seal  
Kathleen F. Owens, Notary Public  
Bethlehem, Northampton County  
My Commission Expires Oct. 19, 1992  
Member, Pennsylvania Association of Notaries