

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

RECORDATION NO. 10698-B Filed 1425

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

DEC 22 1981 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

December 21, 1981

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

Re: Equipment Trust Agreement, dated as of July 1, 1979, between The Chase Manhattan Bank (National Association), as Trustee, and Union Pacific Railroad Company (Recordation No. 10698), as amended by the First Supplemental Agreement thereto, dated as of July 1, 1980 (Recordation No. 10698-A)

Dear Mrs. Mergenovich:

Enclosed herewith are five executed counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, a Second Supplemental Agreement, dated as of November 1, 1981, is a supplement to an equipment trust agreement and is a secondary document.

The primary document to which this supplement is connected is recorded under Recordation No. 10698.

This is not an assignment.

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

Trustee, Owner,
Lessor:

The Chase Manhattan Bank
(National Association)
One New York Plaza
New York, New York 10081

Lessee:

Union Pacific Railroad Company
345 Park Avenue
New York, New York 10154

C. J. Jones

Hon. Agatha L. Mergenovich
December 21, 1981
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A description of the equipment covered by the document is attached hereto as Schedule A.

A fee of \$10 is enclosed. Please return any copies not needed by the Commission for recordation to the bearer of this letter or Kendor P. Jones, Esq., Union Pacific Railroad Company, 345 Park Avenue, New York, New York 10154.

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

This Second Supplemental Agreement to an Equipment Trust Agreement amends the Description of Trust Equipment set forth as Schedule A thereto to change certain of the unit numbers.

Very truly yours,

KPJ:b
Encls.

SCHEDULE A

10 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, now numbered
UP 8090 to UP 8099, both inclusive,
to be renumbered UP 3599 to UP 3608,
both inclusive

This Second Supplemental Agreement has been executed in 10 original counterparts, of which this is Counterpart No. 1.

10698-B
RECORDATION NO. Filed 1925

SECOND SUPPLEMENTAL AGREEMENT,
DATED AS OF NOVEMBER 1, 1981,
BETWEEN
THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION),
AND UNION PACIFIC RAILROAD COMPANY

DEC 22 1981 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

This SECOND SUPPLEMENTAL AGREEMENT, dated as of November 1, 1981, between THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), a national banking association, as Trustee (hereinafter called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the Company).

WITNESSETH:

WHEREAS, the Trustee and the Company have heretofore entered into (i) an Equipment Trust Agreement, dated as of July 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 on August 6, 1979, and assigned Recordation No. 10698, and (ii) a First Supplemental Agreement, dated as of July 1, 1980, to such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on June 27, 1980, and assigned Recordation No. 10698-A (such Equipment Trust Agreement as amended, being hereinafter called the Agreement); and

WHEREAS, pursuant to the Agreement, the Trustee has issued \$23,800,000 aggregate principal amount of Union Pacific Equipment Trust No. 5 of 1979 Equipment Trust Certificates (hereinafter called the Trust Certificates); and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee without the consent of the holders of

the Trust Certificates then outstanding may from time to time and at any time enter into an agreement or agreements supplemental to the Agreement for the purpose of making any provisions in regard to matters or questions arising under the Agreement as shall not adversely affect the interests of the holders of the Trust Certificates then outstanding or the rights, duties or immunities of the Trustee; and

WHEREAS, the Company and the Trustee desire to execute and deliver this Second Supplemental Agreement for the purpose of amending the Description of Trust Equipment (hereinafter called the Description of Trust Equipment) set forth as Schedule A thereto, and such amendment will not adversely affect the interests of the holders of the Trust Certificates now outstanding or the rights, duties or immunities of the Trustee;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Agreement be, and it hereby is, amended as follows:

1. There is hereby deleted from the Description of Trust Equipment the following reference:

10 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 8090 to UP 8099, both inclu-
sive.....\$699,900 \$6,999,000

2. There is hereby inserted in the Description of Trust Equipment the following reference:

10 3000-HP SD-40-2 Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3599 to UP 3608, both inclusive.....\$699,900 \$6,999,000

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.

THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), as Trustee

By: [Signature]
Vice President

(SEAL)

ATTEST:

[Signature]
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

By: [Signature]
Vice President and Treasurer

(SEAL)

ATTEST:

[Signature]
Secretary

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

On this 4TH day of December, 1981, before me personally appeared J.A. PAYNE to me known, who, being by me duly sworn, says that he is a Vice President of THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION), that one of the seals 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.

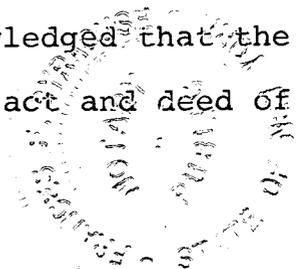
Della M. Killett

Notary Public

DELLA M. KILLETT
Notary Public, State of New York
No. 24-4659667
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1983

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

On this 2nd day of December, before me personally appeared H. B. SHUTTLEWORTH, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of the 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.



Frances F. Syracuse

Notary Public

FRANCES F. SYRACUSE
Notary Public, State of New York
No. 31-4717130
Qualified in New York County
Commission Expires March 30, 1982