

MISSOURI PACIFIC RAILROAD CO.

210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

JAMES A. HESSE 622-2024
ASSISTANT GENERAL COUNSEL

PATRICK C. MULLEN 622-2022
GENERAL SOLICITOR

ROBERT H. STAHLHEBER 622-2014
CHIEF COMMERCE COUNSEL

TEL. AREA CODE 314 622-0123

LAW DEPARTMENT

MARK M. HENNELLY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
622-2025

August 20, 1981

DONALD E. MOLLOY 622-2016
WILLIAM A. BRASHER 622-2021
JOSEPH J. GAZZOLI 622-2012
WILLIAM G. BARR 622-2866
GENERAL ATTORNEYS

ARTHUR R. ZAEGEL 622-2015
ASSISTANT GENERAL ATTORNEY

MICHAEL THOMPSON 622-2011
MICHAEL K. WUESTLING 622-2017
ATTORNEYS

1-236A136
No. 1-236A136
AUG 24 1981
Date.....
Fee \$ 10.00

Washington, D. C.

Re: Equipment Lease Dated as of April 1, 1976 Between Trust Company for USL, Inc., as Trustee Under a Trust Agreement Dated as of April 1, 1976 (Lessor) and Missouri Pacific Railroad Company (Lessee)--I.C.C. Recordation No. 8382

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N. W.
Washington, D. C. 20423

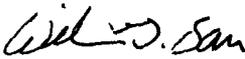
RECORDATION NO. 8382-A
AUG 24 1981 - 2 20 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act and 49 Code Fed. Reg. Section 116.1(a) et seq., are four executed counterparts of a Consent and Statement of New Road Numbers dated as of August 7, 1981, executed by Trust Company for USL, Inc. and Missouri Pacific Railroad Company. The enclosed instrument represents a statement of new road numbers for certain units of Equipment covered under the above-referenced lease.

Missouri Pacific's voucher to cover the \$10.00 recording and filing fee is enclosed herewith. Upon filing and recording of the Consent and Statement of New Road Numbers, would you please return two counterparts showing thereon the Commission's recordation stamp to the undersigned.

Sincerely,


William G. Barr

WGB:ko

Enclosures: Consent and Statement of New Road Numbers
Voucher for \$10.00 (Draft No. 374735, 8/19/81)

RECORDATION NO. 8382-A
FILED 1426

AUG 24 1981 - 2 20 PM
INTERSTATE COMMERCE COMMISSION

CONSENT AND STATEMENT
OF NEW ROAD NUMBERS

KNOW ALL MEN BY THESE PRESENTS: THAT

WHEREAS, under the terms of a certain Equipment Lease dated as of April 1, 1976 (hereinafter called Equipment Lease No. 3), Trust Company for USL, Inc. (hereinafter called Lessor), as Trustee under a Trust Agreement with United States Leasing International, Inc., as agent for Lessor, and American Road Equity Corporation dated as of April 1, 1976, leased and let to Missouri Pacific Railroad Company (hereinafter called Lessee), 15 1,500 HP Model GP-15-1 Diesel Electric Locomotives, 5 2,250 HP Model U-23-B Diesel Electric Locomotives and 5 3,000 HP-SD-40-2 Diesel Electric Locomotives (hereinafter collectively called the Equipment); and

WHEREAS, Equipment Lease No. 3 was filed and recorded with the Interstate Commerce Commission on June 24, 1976, and assigned Recordation No. 8382, pursuant to Section 20(c) of the Interstate Commerce Act; and

WHEREAS, the Equipment was described in Schedules to Equipment Lease No. 3 and was identified in such schedules as having the following road numbers:

<u>Equipment</u>	<u>Road Numbers</u>
15 1,500 HP Model GP-15-1 Diesel Electric Locomotives	MP 1555 to 1569, both inclusive
5 2,250 HP Model U-23-B Diesel Electric Locomotives	MP 2274 to 2278, both inclusive
5 3,000 HP SD-40-2 Diesel Electric Locomotives	MP 3216 to 3220, both inclusive

and

WHEREAS, Section 4.2 of Equipment Lease No. 3 provides that Lessee shall not change the road number of any unit of the Equipment without the consent of the Lessor and in accordance with a statement of new road numbers to be substituted therefor; and

WHEREAS, Lessee desires to change the road numbers of certain of the Equipment as set forth in Attachment 1 hereto;

NOW, THEREFORE, the Lessor hereby consents to the change of road numbers of the Equipment set forth in Attachment 1 hereto, and Lessee hereby makes this Statement of New Road Numbers, all in accordance with Section 4.2 of Equipment Lease No. 3.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Consent and Statement of New Road Numbers to be executed as of the 7th day of

August, 1981.

TRUST COMPANY FOR USL, INC.

(Corporate Seal)

ATTEST:

By: *Kesa Wakeman*
Sr. Vice President

[Signature]
Secretary

MISSOURI PACIFIC RAILROAD COMPANY

(Corporate Seal)

ATTEST:

By: *L. White Matthews*
Vice President

[Signature]
Secretary

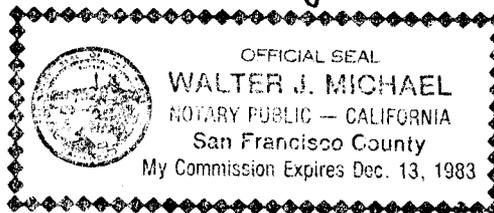
STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 7th day of August, 1981, before me personally appeared Bess Wahren, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of TRUST COMPANY FOR USL, INC., 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 its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter J. Michael

My Commission Expires:

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)



On this 17th day of August, 1981, before me personally appeared L. W. Matthews, III, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of MISSOURI PACIFIC RAILROAD COMPANY, 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.

Janna Sanders

My Commission Expires: 9/10/82

NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES SEPT. 10, 1982
CITY OF ST. LOUIS

Attachment 1

<u>Equipment</u>	<u>Original Numbering</u>	<u>Current Numbering</u>
5 2,250 HP Model U-23-B Diesel Electric Locomotives	MP 2274 to 2278, both inclusive	MP 4523 to 4527, both inclusive
5 3,000 HP SD-40-2 Diesel Electric Locomotives	MP 3216 to 3220, both inclusive	MP 6000 to 6004, both inclusive