

1 5651-B
REGISTRATION NO. 5651-18
Filed 1988

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT

1416 DODGE STREET OMAHA, NE 68179

REGISTRATION NO. 15651-A
Filed 1988

MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION



MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION

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Ass. Supt. V. ce. President-Legation
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General Attorney

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Assistant General Attorney
DAVID J. MCWILLAN
Attorney

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Filed 1988

8-147A094

Date: MAY 26 1988
Fee \$60.00 + 18.00
7d.
ICC Washington, D. C.

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Filed 1988

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INTERSTATE COMMERCE COMMISSION

Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitution, N.W.
Washington, D.C. 20423

MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION

Recordation of Documents
Pursuant to 49 U.S.C. § 11303

Dear Ms. McGee:

Enclosed please find an original and one counter-part of each of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The documents to be filed are an Equipment Leasing Agreement (a primary document) dated January 10, 1988, and the five (5) Lease Supplements related thereto.

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

Lessor:

NEMLC Leasing Corporation
28 State Street
Boston, Massachusetts 02107

Lessee:

Missouri Pacific Truck Lines, Inc.
210 North 13th Street.
St. Louis, Missouri 63103

The equipment covered by the lease, as supplemented, is described as follows:

- a) One hundred and seventy-five (175) Thrall Mark V Trailers assigned AAR reporting numbers NERZ 448001 - 448175; and
- b) One hundred (100) Railroader Rail Bogies assigned AAR reporting numbers NETX 87001-87100; and
- c) Four (4) Mark V Adapterailers assigned AAR reporting numbers NEAX 000001 - 000004.

I have enclosed a check in the amount of \$60.00 to cover the filing fees. Please return the original and any extra copies not needed by the Commission for recordation to me at the following address:

Union Pacific Railroad Company
Law Department
Room 830
Omaha, Nebraska 68179

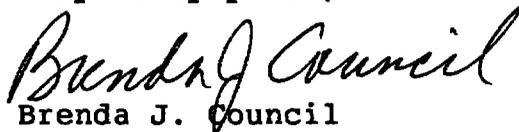
The following is a short summary of each of the documents to appear in the index:

1. Equipment Leasing Agreement (Primary Lease) between NEMLC Leasing Corporation, having an office at 28 State Street, Boston, Massachusetts 02107 (Lessor), and Missouri Pacific Truck Lines, Inc., having an office at 210 North 13th Street, St. Louis, Missouri 63103 (Lessee), dated January 10, 1988, providing for the Lessee's lease of one hundred and seventy (175) Thrall Mark V Trailers, one hundred (100) Railroader Rail Bogies, and four (4) Mark V Adapterailers.
2. Lease Supplement No. One (1) to the Primary Lease dated February 26, 1988, covering one hundred and seventy-four (174) of the Thrall Mark V Trailers.

3. Lease Supplement No. Two (2) to the Primary Lease dated February 26, 1988, covering ninety-four (94) of the Railroader Rail Bogies.
4. Lease Supplement No. Three (3) to the Primary Lease dated April 14, 1988, covering one (1) of the Thrall Mark V Trailers.
5. Lease Supplement No. Four (4) to the Primary Lease dated April 14, 1988, covering the four (4) Mark V Adapterailers.
6. Lease Supplement No. Five (5) to the Primary Lease dated May 3, 1988, covering six (6) of the Railroader Rail Bogies.

If there are any questions regarding this filing, please write me at the above-mentioned address or call me at (402) 271-4928.

Very truly yours,



Brenda J. Council
Counsel for Missouri
Pacific Truck Lines, Inc.

LEASE SUPPLEMENT NO. Two (2)

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of January 10, 1988 between the undersigned Lessor and Lessee (herein, as amended and supplemented from time to time, called the "Lease"). Lessee hereby (a) acknowledges and certifies that each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, and that as between Lessor and Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally accepts each such Item for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each such Item commences on the date hereof and that such date is the Acceptance Date thereof; that the amount of the Acquisition Cost, Interim Rent and Basic Rent for all Items covered by this Lease Supplements and the Interim Term and Basic Term thereof, is as set forth below, and the amount of the Acquisition Cost of any Item listed on any Schedule attached hereto is as set forth therein. Lessee certifies that its representations and warranties set forth in Section 22 of the Lease are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Item(s) of Equipment (include make, model, serial number and quantity):

94 New Railroader Rail Bogies as listed on Schedule A attached hereto and made a part hereof.

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INTERSTATE COMMERCE COMMISSION

2. AAR REPORTING MARKS AND NUMBERS: The AAR Reporting Marks and Numbers as listed on the attached Schedule A.

3. Acquisition Cost: \$1,603,696.40

4. Interim Term: commencing on date hereof and ending on February 29, 1988.

5. Basic Term: one hundred twenty (120) months, commencing on March 1, 1988, and ending on February 28, 1998.

6. Interim Rent for Interim Term: \$ 2,688.40 (plus applicable sales/use tax) and payable on March 1, 1988.

7. Basic Rent payable during Basic Term: \$20,158.30 (plus applicable sales/use tax) payable on each Rent Payment Date in advance during Basic Term, commencing on March 1, 1988.

Dated: February 26, 1988.

COUNTERPART NO. 2 OF 3
SERIALLY NUMBERED MANUALLY EXECUTED
COUNTERPARTS. TO THE EXTENT IF ANY
THAT THIS DOCUMENT CONSTITUTES
CHattel PAPER UNDER THE UNIFORM
COMMERCIAL CODE, NO SECURITY INTEREST
IN THIS DOCUMENT MAY BE CREATED
THROUGH THE TRANSFER AND POSSESSION
OF ANY COUNTERPART OTHER THAN
COUNTERPART NO. 1.

NEMLC LEASING CORPORATION (Lessor)

By Mary A. Bellan
Title: Vice President

MISSOURI PACIFIC TRUCK LINES, INC. (Lessee)

By [Signature]
Title: President

Schedule A to Lease Supplement No. Two (2)
dated February 26, 1988

MARK V RAIL BOGIES

<u>UNIT NUMBER</u>	<u>1/20/88</u> <u>SHIPPING DATE</u>
NETX 87001	1/20/88
NETX 87004	1/20/88
NETX 87006	1/20/88
NETX 87007	1/20/88
NETX 87009	1/20/88
NETX 87013	1/20/88
NETX 87016	1/20/88
NETX 87017	1/20/88
NETX 87018	1/20/88
NETX 87019	1/20/88
NETX 87020	1/20/88
NETX 87022	1/20/88
NETX 87023	1/20/88
NETX 87026	1/20/88
NETX 87030	1/20/88
NETX 87037	1/20/88
NETX 87038	1/20/88
NETX 87042	1/20/88
NETX 87044	1/20/88
NETX 87046	1/20/88
NETX 87047	1/20/88
NETX 87048	1/20/88
NETX 87052	1/20/88
NETX 87053	1/20/88
NETX 87057	1/20/88

NEMLC Leasing Corporation (Lessor)

By: Cheryl A. Bellan *wk*

Its: VP, Pres. Dept

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: R. J. Jan

Its: President

COUNTERPART NO. 2 OF 3
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CODE, NO SECURITY INTEREST IN THIS DOCUMENT
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POSSESSION OF ANY COUNTERPART OTHER
THAN COUNTERPART NO. 1
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Schedule A to Lease Supplement No. Two (2)
dated February 26, 1988

MARK V RAIL BOGIES

2/2/88

<u>UNIT NUMBER</u>	<u>SHIPPING DATE</u>
NETX 87034	01/28/88
NETX 87035	01/28/88
NETX 87036	01/28/88
NETX 87039	01/28/88
NETX 87040	01/28/88
NETX 87043	01/28/88
NETX 87045	01/28/88
NETX 87056	01/28/88
NETX 87063	01/28/88
NETX 87064	01/28/88
NETX 87065	01/28/88
NETX 87069	01/28/88
NETX 87070	01/28/88
NETX 87100	01/28/88
NETX 87002	01/28/88
NETX 87003	01/28/88
NETX 87008	01/28/88
NETX 87010	01/28/88
NETX 87011	01/28/88
NETX 87021	01/28/88
NETX 87024	01/28/88
NETX 87025	01/28/88
NETX 87027	01/28/88
NETX 87028	01/28/88
NETX 87029	01/28/88
NETX 87031	01/28/88
NETX 87032	01/28/88
NETX 87033	01/28/88

NEMLC Leasing Corporation (Lessor)

By: *Cheryl A. Belman*
Its: *Vice President*

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: *J. H. Dan*
Its: *President*

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Schedule A to Lease Supplement No. Two (2)
dated February 26, 1988

MARK V RAIL BOGIES

2/18/88

<u>UNIT NUMBER</u>	<u>SHIPPING DATE</u>
NETX 87082	02/18/88
NETX 87083	02/18/88
NETX 87084	02/18/88
NETX 87085	02/18/88
NETX 87086	02/18/88
NETX 87087	02/18/88
NETX 87088	02/18/88
NETX 87089	02/18/88
NETX 87090	02/18/88
NETX 87091	02/18/88
NETX 87092	02/18/88
NETX 87093	02/18/88
NETX 87062	02/18/88
NETX 87066	02/18/88
NETX 87067	02/18/88
NETX 87068	02/18/88
NETX 87071	02/18/88
NETX 87072	02/18/88
NETX 87073	02/18/88
NETX 87074	02/18/88
NETX 87075	02/18/88
NETX 87076	02/18/88
NETX 87077	02/18/88
NETX 87078	02/18/88
NETX 87079	02/18/88
NETX 87080	02/18/88
NETX 87081	02/18/88

NEMLC Leasing Corporation (Lessor)

By: _____

Its: _____

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: _____

Its: _____

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MARK V RAIL BOGIES

2/18/88

<u>UNIT NUMBER</u>	<u>SHIPPING DATE</u>
NETX 87005	02/18/88
NETX 87012	02/18/88
NETX 87014	02/18/88
NETX 87015	02/18/88
NETX 87041	02/18/88
NETX 87049	02/18/88
NETX 87050	02/18/88
NETX 87051	02/18/88
NETX 87054	02/18/88
NETX 87055	02/18/88
NETX 87058	02/18/88
NETX 87059	02/18/88
NETX 87060	02/18/88
NETX 87061	02/18/88

NEMLC Leasing Corporation (Lessor)

By: *Chafar Behan* *VP*
Its: *D. Vice President*

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: *[Signature]*
Its: *President*

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