MISSOURI PACIFIC RAILROAD CO.

210 N. 13TH STREET

ST. LOUIS, MISSOURI 63103

TEL. AREA CODE 314 622-0123

LAW DEPARTMENT

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

JAMES A. HESSE 622-2024
ASSISTANT GENERAL COUNSEL

PATRICK C. MULLEN 622-2022
GENERAL SOLICITOR

ROBERT H. STAHLHEBER 622-2014
CHIEF COMMERCE COUNSEL

DONALD E. MOLLOY 622-2016
WILLIAM A. BRASHER 622-2021
GENERAL ATTORNEYS

JOSEPH J. GAZZOLI 622-2012
WILLIAM G. BARR 622-2866
ASSISTANT GENERAL ATTORNEYS

ARTHUR R. ZAEGEL 622-2015
MICHAEL THOMPSON 622-2011
NINA K. WUESTLING 622-2017
ATTORNEYS

March 2, 1981

RECORDATION NO. 8680-D Filed 1425

MAR 19 1981 -2 05 PM

INTERSTATE COMMERCE COMMISSION

Re: Missouri Pacific Railroad Company
Equipment Trust YY
Dated February 1, 1977
Chemical Bank Trustee
Originally Recorded with ICC
Rec. 8680 - January 27, 1977 - 9:40 p.m.

No.
Date MAR 19 1981
Fee $ 10.00
ICC Washington, D. C.

RECEIVED
MAR 19 1 59 PM '81
I.C.C.
FEE OPERATION BR.

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

Dear Madam:

Enclosed for filing and recording pursuant to Sec. 11303 of the Interstate Commerce Act and 49 Code Fed. Regs. Sec. 1116.1(a), et seq., are four executed counterparts of a Supplemental Lease of Railroad Equipment, dated as of March 2, 1981, between Chemical Bank, Trustee, and Missouri Pacific Railroad Company, supplementing a Lease and Agreement constituting the above Equipment Trust.

The Supplemental Lease, dated as of March 2, 1981, transmitted herewith for filing and recording, covers the following Equipment:

No. of Units	Description
2	Covered hopper cars, numbered MP 705994/5
	AAR Class or Mechanical Designation LO

The names and addresses of the parties to the transaction set forth in the instrument transmitted herewith for filing and recording are:

Trustee-Lessor: Chemical Bank
55 Water Street
New York, New York 10041

Lessee: Missouri Pacific Railroad Company
210 North 13th Street
St. Louis, Missouri 63103

The original Equipment Trust Agreement referred to herein was recorded with the Interstate Commerce Commission on the date and assigned the recordation number specified in the caption hereof.

Check or voucher to cover the $10 recording and filing fee is furnished herewith.

Upon filing and recording of the enclosed instrument, three counterparts thereof, showing thereon the Commission's recordation data, should be returned to:

Ms. Judy C. Durand, Vice President
Missouri Pacific Railroad Company
Suite 1203 - 1825 K Street, N. W.
Washington, D. C. 20006
Telephone: (202) 628-7258,

who will arrange to call for same upon telephone advice that recordation has been accomplished.

Very truly yours,

William G. Barr

WGB:ko

Enclosures: Supplemental Lease (4)
Check or voucher for $10 rec. fee

RECORDATION NO. 8680-D Filed 1425

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

Missouri Pacific Railroad Equipment Trust, Series YY
Equipment Trust Agreement Consisting of Agreement
And Lease of Railroad Equipment, Dated February 1, 1977
(Original I.C.C. Rec. No. 8680)

This SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT, dated as of March 2, 1981, between CHEMICAL BANK, a New York corporation, Trustee (hereinafter called the Trustee), and MISSOURI PACIFIC RAILROAD COMPANY, a Delaware corporation (hereinafter called the Railroad):

WHEREAS, the Equipment Trust Agreement identified in the caption hereof, originally entered into between the Trustee and the Railroad's predecessor in interest as of the date specified in the caption hereof, is now in effect between the Trustee and the Railroad, and provides for the leasing by the Trustee to the Railroad of certain Trust Equipment as defined and on the terms set forth in said Equipment Trust Agreement; and

WHEREAS, there is now on deposit with the Trustee $ 62,561.46 representing the Fair Value (determined as provided in the Equipment Trust Agreement) of Trust Equipment heretofore destroyed or sold and released; and

WHEREAS, the Railroad desires to replace said Trust Equipment so destroyed or sold and released with new standard-gauge railroad Equipment of substantially as good material and construction and of value (determined as provided in the Equipment Trust Agreement) at least equal to the Fair Value of the Trust Equipment so destroyed or sold and released, and has requested and herewith requests the Trustee to apply the amount so deposited and any other available Deposited Cash or Replacement Funds (to the extent necessary) to or toward the purchase of replacement Trust Equipment as hereinafter set forth.

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

On this 12th day of March, 1981, before me personally appeared T. J. FOLEY, to me personally known, who being by me duly sworn, says that he is a Senior Trust Officer of CHEMICAL BANK, 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.

Sylvia Laskow
Notary Public

SYLVIA LASKOW
Notary Public, State of New York
No. 24-7436995
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1982

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

On this 2nd day of March, 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.

Joann Sanders
Joann Sanders, Notary Public
State of Missouri, City of St. Louis

My Commission expires September 10, 1982.

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