

1-211A001

DONELAN, CLEARY, WOOD & MASER, P. C.

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July 30, 1991

14065-B  
RECORDATION NO. FILED 1406  
JUL 30 1991 - 10 00 AM  
INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are an original and six counterparts of a Lease Extension Agreement, a secondary document, dated as of January 28, 1991, by and between Union Pacific Railroad Company, the successor in interest to American Rail Box Car Company ("Lessee") and United States Trust Company of New York, as Trustee ("Lessor") under a Trust Agreement dated as of March 1, 1976 with General Electric Capital Corporation, formerly known as General Electric Credit Corporation, as owner, relating to that certain Lease of Railroad Equipment, a primary document, dated as of June 1, 1983 ("Lease"), between Lessor and Lessee, recorded under Recordation No. 14065.

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

LESSOR: United States Trust Company of New York  
114 West 47th Street  
New York, New York 10036

LESSEE: Union Pacific Railroad Company  
Martin Tower  
8th and Eaton Avenue  
Bethlehem, PA 18018

As indicated in the enclosed Lease Extension Agreement, the Lessor and the Lessee are extending the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease (as such term is defined in the Lease),

*Counterparts - Mr. Maser*

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The Honorable Sidney L. Strickland, Jr.

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for a five-year period commencing on June 1, 1991. A description of the Units is contained in the Lease and is incorporated by reference herein.

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

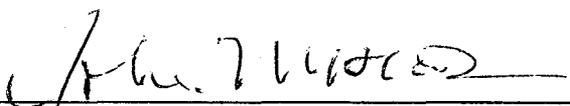
Also enclosed is a remittance in the amount of \$15.00 for the required recording fees.

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

**SECONDARY DOCUMENT:**

Lease Extension Agreement, dated as of January 28, 1991, by and between Union Pacific Railroad Company ("Lessee") and United States Trust Company of New York, as Trustee ("Lessor"), relating to that certain Lease of Railroad Equipment ("Lease"), dated as of June 1, 1983, between Lessor and Lessee, recorded under Recordation No. 14065, extending the term of the Lease in respect of all, but not fewer than all, of the Units (as such term is defined in the Lease).

Respectfully submitted,

By:   
\_\_\_\_\_  
John K. Maser III  
Attorney-In-Fact

RECORDATION NO. 140657B FILED 1991

JUL 30 1991 -10 00 AM

LEASE EXTENSION AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS LEASE EXTENSION AGREEMENT, dated as of the 28<sup>th</sup> day of January, 1991, by and between Union Pacific Railroad Company, a Utah corporation and the successor in interest to American Rail Box Car Company, as lessee (hereinafter called the "Lessee"), and UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the "Lessor") under a Trust Agreement dated as of March 1, 1976 (hereinafter called the "Trust Agreement") with GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation formerly known as General Electric Credit Corporation, as owner:

**WITNESSETH:**

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of June 1, 1983 (as amended or supplemented to and including the date hereof, the "Lease"), which Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on June 21, 1983, at 9:40 a.m. under recordation number 14065; and

WHEREAS, the Lessor and the Lessee desire to extend the term of the Lease in accordance with Section 13 thereof.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions herein contained, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the Lessor and the Lessee hereby agree as follows:

1. Capitalized terms used herein and not defined shall have the respective meanings ascribed to such terms in the Lease.
2. The Lessor and the Lessee hereby extend the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease, for a five-year period commencing on June 1, 1991, at a rental payable in ten (10) semi-annual payments in arrears, payable on the first day of June and December in each year commencing December 1, 1991 to and including June 1, 1996, each in an amount equal to 2.2071% of the Purchase Price of the Units subject to the Lease, rounded upwards to the nearest cent.
3. The Casualty Value of each Unit as of the payment date on which payment is to be made as aforesaid shall be that percentage of the Purchase Price of such Unit as is set forth in Schedule A hereto opposite such date.

4. Except as expressly extended and modified by the terms hereof, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

UNION PACIFIC RAILROAD COMPANY

By: *James W. Jensen*

Title: *VP Supply*

[CORPORATE SEAL]

Attest:

*A. W. Saylor*

Title: *ASST. SECRETARY*

UNITED STATES TRUST COMPANY OF  
NEW YORK, as Trustee

By: *Christine C. Collins*

[CORPORATE SEAL]

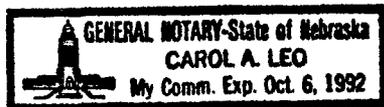
Attest:

*M. Mielowski*

Title: ASSISTANT VICE PRESIDENT

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS ) ss.:

On this 28th day of January, 1991, before me personally appeared Harris Wagenseil, to me personally known, who, being by me duly sworn, says that (s)he is VP-Supply of Union Pacific Railroad Co., 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carol A. Leo  
Notary Public

[SEAL]

My Commission Expires: October 6, 1992

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

On this 5th day of February, 1990, before me personally appeared CHRISTINE COLLINS, to me personally known, who, being by me duly sworn, says that (s)he is A.V.P. of UNITED STATES TRUST COMPANY OF NEW YORK, 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Thomas M. Cutcheon  
Notary Public

[SEAL]

My Commission Expires: Commission Expires April 10, 1992

**THOMAS McCUTCHEON**  
NOTARY PUBLIC, State of New York  
No. 4965095  
Qualified in Nassau County

## SCHEDULE A

<u>Date</u>	<u>Percentage</u>
June 1, 1991	37.5524
December 1, 1991	35.7971
June 1, 1992	34.0419
December 1, 1992	32.2867
June 1, 1993	30.5314
December 1, 1993	28.7762
June 1, 1994	27.0210
December 1, 1994	25.2657
June 1, 1995	23.5105
December 1, 1995	21.7552
June 1, 1996	20.0000