

REED SMITH SHAW & McCLAY

FAX 215-851-1420
TELEX NO. 401755 RSS and M PHA

2500 ONE LIBERTY PLACE
PHILADELPHIA, PA 19103-7301
215-851-8100

PITTSBURGH, PA
WASHINGTON, DC
HARRISBURG, PA
MCLEAN, VA

WRITER'S DIRECT DIAL NUMBER

215-851-8142

September 30, 1991

Interstate Commerce Commission
Room 2303
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Mildred Lee

17391-B
OCT 4 1991 - 11 22 AM
INTERSTATE COMMERCE COMMISSION
1-277-A021
ROTARY OPERATING UNIT
OCT 11 11 22 AM '91

Letter of Correction

Re: Lease of Rotary-Dump Aluminum Gondola Railcars from Meridian Trust Company to Union Pacific Railroad Company, and Indenture and Security Agreement Relating to the Same

Ladies and Gentlemen:

I recently noticed certain minor discrepancies between the number of railcars described in certain documents which we submitted for recording in your office on June 21, 1991 and the number of railcars mentioned in my description of those documents in my letter to you dated June 21. I am now writing to ask that you correct any corresponding discrepancies which may appear in your records.

My letter said that one of the documents so recorded, Lease and Indenture Supplement No. 1 [recorded June 21, 1991 and assigned recordation number 17391-B] provided, inter alia, for the Lease Agreement [recorded June 21, 1991 and assigned recordation number 17391] and the Indenture and Security Agreement [recorded June 21, 1991 and assigned recordation number 17391-A] to apply to "the 230 rotary-dump aluminum gondola railcars bearing the road numbers set forth in Schedule 1 to Lease and Indenture Supplement No. 1, namely the road numbers set forth in Exhibit A" to my letter. The actual number of railcars set forth in such Schedule 1 and such Exhibit A was 167, however, not 230.

My letter also gave the following description of the equipment covered as of the date thereof by the aforesaid Lease

REED SMITH SHAW & McCLAY

Interstate Commerce Commission
September 30, 1991
Page 2

Agreement, Indenture and Security Agreement and Lease and Indenture Supplement No. 1:

230 rotary-dump aluminum gondola railcars, each marked on the sides in letters not less than one inch in height with the words "Ownership subject to a security agreement filed with the Interstate Commerce Commission" and bearing road numbers set forth in Exhibit A.

Again, the actual number of railcars was 167 and not 230.

Finally, the short summary of Lease and Indenture Supplement No. 1 that I provided in my letter read as follows:

Lease and Indenture Supplement No. 1 between Meridian Trust Company, as Lessor and Owner Trustee, 35 North Sixth Street, Reading, Pennsylvania 19601, Union Pacific Railroad Company, as Lessee, Martin Tower, Eighth and Eaton Avenues, Bethlehem, Pennsylvania 18018, and Wilmington Trust Company, as Indenture Trustee, Rodney Square North, Wilmington, Delaware 19890, dated as of June 20, 1991, covering the 230 rotary-dump aluminum gondola railcars bearing the road numbers set forth in Schedule 1 to such Lease and Indenture Supplement No. 1, namely road numbers set forth in Exhibit A. Lease and Indenture Supplement No. 1 is related to the Lease Agreement between the Lessor and the Lessee, dated as of June 20, 1991, and to the Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of June 20, 1991, each of which is filed concurrently therewith.

The description should have said 167 railcars rather than 230.

I would appreciate your correcting any such discrepancies in the number of railcars appearing in your records. I would also appreciate your indicating your receipt of this

Interstate Commerce Commission
Washington, D.C. 20423

10/4/91

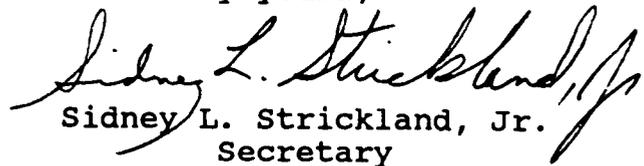
OFFICE OF THE SECRETARY

J. Michael Russell, Esq.
Reed Smith Shaw & McClay
2500 One Liberty Place
Philadelphia, PA. 19103

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/4/91 at 11:30am, and assigned recordation number(s). 17391-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

The New Fee for Recordations effected 10/1/91 is \$16