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August 7, 1991

RECORDED TO FILED 1991

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INTERSTATE COMMERCE COMMISSION

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

17473

RECORDED TO FILED 1991

Dear Secretary Strickland:

AUG 7 1991 -10 22 AM

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are three (3) fully executed and acknowledged original copies each of an Equipment Lease Agreement dated as of July 31, 1991, a primary document, and a Lease Supplement No. 1 dated as of July 31, 1991, a secondary document.

The names and addresses of the parties to the enclosed documents are:

- Lessor: The CIT Group/Equipment Financing, Inc.
270 Park Avenue
New York, NY 10017
- Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule I attached hereto and made a part hereof.

The undersigned is the attorney-in-fact for purposes of this filing. Please return the original of the enclosed document 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.

Handwritten signature: John K. Maser III

The Honorable Sidney L. Strickland, Jr.

August 7, 1991

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Also enclosed is a remittance in the amount of \$30.00 for the required recording fee.

A short summary of the enclosed documents to appear in the Commission's Index follows:

Equipment Lease Agreement, dated as of July 31, 1991, and Lease Supplement No. 1, dated as of July 31, 1991, between The CIT Group/Equipment Financing, Inc., Lessor, and Union Pacific Railroad Company, Lessee, covering 191 mechanical refrigerated railroad boxcars bearing UPFE marks and numbers.

Respectfully submitted,

By: 

John K. Maser III
Attorney-in-Fact

Enclosures

1210-020

17473
REGISTRATION NO. _____ FILED 1991

AUG 7 1991 - 10 20 AM
INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1

Dated as of July 31, 1991

between

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

Lessor

and

UNION PACIFIC RAILROAD COMPANY,

Lessee

LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1, entered into this 31st day of, July 1991 (this "Supplement"), between THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation (the "Lessor") and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Lessee") with reference to the following:

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have entered into that certain Equipment Lease Agreement dated as of July 31, 1991 (the "Lease"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in the Lease;

WHEREAS, the Participation Agreement and the Lease provide that on each Closing Date, Lessee shall deliver to Lessor a Bill of Sale, dated such date, pursuant to which Lessee bargains, conveys, assigns, sets over, sells and delivers to Lessor, and Lessor purchases and accepts from Lessee, the Units to be conveyed on such Closing Date, and such Bill of Sale has been delivered by Lessee and accepted by Lessor on such Closing Date;

WHEREAS, the Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of confirming the acceptance and lease of the Units under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Lessee hereby acknowledges, confirms and warrants that (a) the Equipment has been inspected and approved by the Mechanical Division of the AAR and approved by the Transportation Division of the AAR in accordance with Rule 88, (b) the Lessee has filed the applicable letter of intent and Form A (with all supporting documentation) and has complied with all other rules and requirements of the AAR in respect of the Units listed on Schedule I Part A hereto, and (c) such Units comply in all material respects with the Specifications for such Units and are in good working order.

2. Lessor hereby confirms delivery and lease to Lessee, and Lessee hereby confirms acceptance and lease from Lessor, under the Lease as hereby supplemented, of the Units listed on Schedule I Part A hereto. The aggregate Equipment Cost of such Units is set forth in Schedule I Part B hereto.

3. Lessee hereby represents and warrants that as of the date hereof (a) no Event of Loss has occurred with respect to the Units set forth on Schedule I Part A hereto; (b) the representations and the warranties of Lessee contained in any

Operative Document to which it is a party and in any certificate delivered pursuant thereto are true and correct as of the date hereof; and (c) as of the date hereof, there is no Default or Event of Default under the Lease.

4. The Closing Date of the Units described in Schedule I hereto is the date of this Lease Supplement set forth in the opening paragraph hereof.

5. The Interim Rent Factor, Basic Rent Factors, Daily Basic Rent Factors, Stipulated Loss Factors and Termination Factors applicable in respect of such Units are set forth, respectively, on Schedules II, III, IV and V hereto, respectively.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement to pay Rent to Lessor for each Unit leased hereunder as provided for in the Lease.

7. The execution and delivery of this Lease Supplement will in no way relieve or decrease the responsibility of any manufacturer or remanufacturer for the warranties it has made with respect to any Unit.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease Agreement dated as of July 31, 1991," the "Lease dated as of July 31, 1991" or the "Equipment Lease Agreement dated as of July 31, 1991," or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument; provided, that to the extent this Lease Supplement constitutes chattel paper, no security interest may be created therein except through the transfer or possession of the original counterpart marked "Counterpart No. 1."

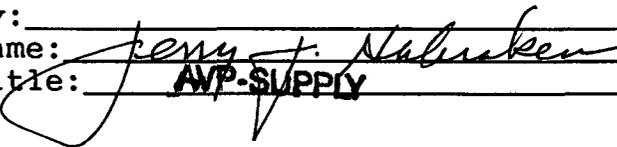
11. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered on the day and year first above written.

Lessor: THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: PAUL LECHNER
Title: VICE PRESIDENT

Lessee: UNION PACIFIC RAILROAD COMPANY

By: 
Name: Jerry J. Malinben
Title: AVP-SUPPLY

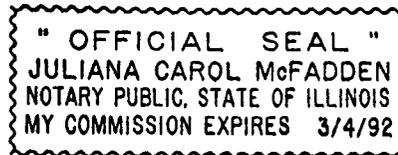
STATE OF Illinois)
COUNTY OF Cook) SS:

On this 5th day of August, 1991, before me personally appeared Paul J. Gustafson to me personally known, who being duly sworn, says that [he] [she] is a Vice Pres of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on August 5, 1991 on behalf of said corporation by authority of its Board of Directors, and [he] [she] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Juliana Carol McFadden
Notary Public

[NOTARIAL SEAL]

My Commission Expires:



STATE OF NEBR)
COUNTY OF DOUGLAS) SS:

On this 1st day of August, 1991, before me personally appeared Jerry J. Haterben, to me personally known, who being duly sworn, says that [he] [she] is a AUP - Supplier of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August 1, 1991 on behalf of said corporation by authority of its Board of Directors, and [he] [she] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joyce M Vana
Notary Public

[NOTARIAL SEAL]

My Commission Expires:



Schedule I

Part A

MECHANICAL REFRIGERATED RAILROAD BOXCARS

<u>NEW UPFE CAR NUMBER</u>	<u>OLD UPFE CAR NUMBER</u>	<u>DATE RELEASED FROM POCATELLO</u>	<u>MONTH ADDED TO FORM 865</u>
UPFE 462001	UPFE 460325	01/22/91	02/91
UPFE 462002	UPFE 460408	01/22/91	02/91
UPFE 462003	UPFE 460248	01/31/91	02/91
UPFE 462004	UPFE 460512	01/25/91	02/91
UPFE 462005	UPFE 460141	01/25/91	02/91
UPFE 462006	UPFE 460126	01/23/91	02/91
UPFE 462007	UPFE 460318	01/23/91	02/91
UPFE 462008	UPFE 460284	01/24/91	02/91
UPFE 462009	UPFE 460511	01/28/91	02/91
UPFE 462010	UPFE 460528	01/28/91	02/91
UPFE 462011	UPFE 460489	01/29/91	02/91
UPFE 462012	UPFE 460536	01/29/91	02/91
UPFE 462013	UPFE 460288	01/30/91	02/91
UPFE 462014	UPFE 460315	01/30/91	02/91
UPFE 462015	UPFE 460240	01/31/91	02/91
UPFE 462016	UPFE 460268	01/31/91	02/91
UPFE 462017	UPFE 460138	02/01/91	02/91
UPFE 462018	UPFE 460573	02/26/91	03/91
UPFE 462019	UPFE 460243	02/01/91	02/91
UPFE 462020	UPFE 460481	02/04/91	02/91
UPFE 462021	UPFE 460167	02/05/91	02/91
UPFE 462022	UPFE 460437	02/05/91	02/91
UPFE 462023	UPFE 460156	02/06/91	02/91
UPFE 462024	UPFE 460301	02/04/91	02/91
UPFE 462025	UPFE 460488	02/06/91	02/91
UPFE 462026	UPFE 460633	02/07/91	02/91
UPFE 462027	UPFE 460668	02/07/91	02/91
UPFE 462028	UPFE 460296	02/08/91	02/91
UPFE 462029	UPFE 460263	02/08/91	02/91
UPFE 462030	UPFE 460534	02/11/91	02/91
UPFE 462031	UPFE 460636	02/12/91	02/91
UPFE 462032	UPFE 460696	02/12/91	02/91
UPFE 462033	UPFE 460265	02/13/91	02/91
UPFE 462034	UPFE 460379	02/15/91	02/91
UPFE 462035	UPFE 460670	02/11/91	02/91
UPFE 462036	UPFE 460402	02/13/91	02/91
UPFE 462037	UPFE 460461	02/14/91	02/91
UPFE 462038	UPFE 460150	02/14/91	02/91
UPFE 462039	UPFE 460421	02/15/91	02/91
UPFE 462040	UPFE 460467	02/14/91	02/91
UPFE 462041	UPFE 460639	02/19/91	03/91
UPFE 462042	UPFE 460290	02/20/91	03/91
UPFE 462043	UPFE 460626	02/21/91	03/91
UPFE 462044	UPFE 460168	02/19/91	03/91
UPFE 462045	UPFE 460182	02/21/91	03/91
UPFE 462046	UPFE 460465	02/22/91	03/91
UPFE 462047	UPFE 460688	02/22/91	03/91
UPFE 462048	UPFE 460433	02/25/91	03/91

UPFE 462049	UPFE 460373	03/06/91	03/91
UPFE 462050	UPFE 460191	02/21/91	03/91
UPFE 462051	UPFE 460298	03/05/91	03/91
UPFE 462052	UPFE 460164	02/25/91	03/91
UPFE 462053	UPFE 460614	03/01/91	03/91
UPFE 462054	UPFE 460695	02/26/91	03/91
UPFE 462055	UPFE 460618	03/01/91	03/91
UPFE 462056	UPFE 460510	03/06/91	03/91
UPFE 462057	UPFE 460631	03/06/91	03/91
UPFE 462058	UPFE 460151	03/07/91	03/91
UPFE 462059	UPFE 460452	03/07/91	03/91
UPFE 462060	UPFE 460146	03/08/91	03/91
UPFE 462061	UPFE 460119	03/08/91	03/91
UPFE 462062	UPFE 460154	03/11/91	03/91
UPFE 462063	UPFE 460384	03/11/91	03/91
UPFE 462064	UPFE 460426	03/12/91	03/91
UPFE 462065	UPFE 460217	03/12/91	03/91
UPFE 462066	UPFE 460675	03/13/91	03/91
UPFE 462067	UPFE 460418	03/13/91	03/91
UPFE 462068	UPFE 460664	03/14/91	03/91
UPFE 462069	UPFE 460189	03/14/91	03/91
UPFE 462070	UPFE 460184	03/25/91	04/91
UPFE 462071	UPFE 460110	03/15/91	03/91
UPFE 462072	UPFE 460283	03/18/91	04/91
UPFE 462073	UPFE 460340	03/18/91	04/91
UPFE 462074	UPFE 460386	04/05/91	04/91
UPFE 462075	UPFE 460143	03/19/91	04/91
UPFE 462076	UPFE 460548	03/19/91	04/91
UPFE 462077	UPFE 460662	03/20/91	04/91
UPFE 462078	UPFE 460125	03/20/91	04/91
UPFE 462079	UPFE 460194	03/21/91	04/91
UPFE 462080	UPFE 460672	03/21/91	04/91
UPFE 462081	UPFE 460595	03/22/91	04/91
UPFE 462082	UPFE 460552	03/22/91	04/91
UPFE 462083	UPFE 460410	03/25/91	04/91
UPFE 462084	UPFE 460287	03/25/91	04/91
UPFE 462085	UPFE 460591	03/26/91	04/91
UPFE 462086	UPFE 460385	03/26/91	04/91
UPFE 462087	UPFE 460590	04/01/91	04/91
UPFE 462088	UPFE 460582	03/27/91	04/91
UPFE 462089	UPFE 460438	04/01/91	04/91
UPFE 462090	UPFE 460669	04/01/91	04/91
UPFE 462091	UPFE 460462	04/01/91	04/91
UPFE 462092	UPFE 460187	04/03/91	04/91
UPFE 462093	UPFE 460547	04/01/91	04/91
UPFE 462094	UPFE 460560	04/02/91	04/91
UPFE 462095	UPFE 460602	04/03/91	04/91
UPFE 462096	UPFE 460163	04/02/91	04/91
UPFE 462097	UPFE 460153	04/02/91	04/91
UPFE 462098	UPFE 460676	04/08/91	04/91
UPFE 462099	UPFE 460203	04/04/91	04/91
UPFE 462100	UPFE 460491	04/04/91	04/91
UPFE 462101	UPFE 460522	04/05/91	04/91
UPFE 462102	UPFE 460580	04/08/91	04/91
UPFE 462103	UPFE 460605	04/09/91	04/91
UPFE 462104	UPFE 460274	04/09/91	04/91
UPFE 462105	UPFE 460173	04/10/91	04/91
UPFE 462106	UPFE 460656	04/12/91	04/91
UPFE 462107	UPFE 460347	04/11/91	04/91
UPFE 462108	UPFE 460289	04/11/91	04/91
UPFE 462109	UPFE 460476	04/12/91	04/91
UPFE 462110	UPFE 460392	04/10/91	04/91
UPFE 462111	UPFE 460504	04/12/91	04/91
UPFE 462112	UPFE 460142	04/15/91	04/91

UPFE 462113	UPFE 460306	04/16/91	04/91
UPFE 462114	UPFE 460571	04/18/91	05/91
UPFE 462115	UPFE 460540	04/18/91	05/91
UPFE 462116	UPFE 460612	04/15/91	04/91
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UPFE 462118	UPFE 460579	04/19/91	05/91
UPFE 462119	UPFE 460269	04/19/91	05/91
UPFE 462120	UPFE 460629	04/22/91	05/91
UPFE 462121	UPFE 460500	04/22/91	05/91
UPFE 462122	UPFE 460496	05/07/91	05/91
UPFE 462123	UPFE 460542	05/07/91	05/91
UPFE 462124	UPFE 460364	05/08/91	05/91
UPFE 462125	UPFE 460257	05/08/91	05/91
UPFE 462126	UPFE 460393	05/07/91	05/91
UPFE 462127	UPFE 460498	05/09/91	05/91
UPFE 462128	UPFE 460492	05/09/91	05/91
UPFE 462129	UPFE 460295	05/10/91	05/91
UPFE 462130	UPFE 460638	05/10/91	05/91
UPFE 462131	UPFE 460655	05/13/91	05/91
UPFE 462132	UPFE 460424	05/13/91	05/91
UPFE 462133	UPFE 460448	05/14/91	05/91
UPFE 462134	UPFE 460466	05/15/91	05/91
UPFE 462135	UPFE 460529	05/22/91	06/91
UPFE 462136	UPFE 460431	05/14/91	05/91
UPFE 462137	UPFE 460317	05/16/91	05/91
UPFE 462138	UPFE 460495	05/17/91	05/91
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UPFE 462142	UPFE 460351	05/21/91	06/91
UPFE 462143	UPFE 460294	05/20/91	06/91
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UPFE 462145	UPFE 460397	05/21/91	06/91
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UPFE 462148	UPFE 460594	05/23/91	06/91
UPFE 462149	UPFE 460563	05/24/91	06/91
UPFE 462150	UPFE 460494	05/23/91	06/91
UPFE 462151	UPFE 460391	6/11/91	06/91
UPFE 462152	UPFE 460482	05/24/91	06/91
UPFE 462153	UPFE 460144	05/28/91	06/91
UPFE 462154	UPFE 460557	05/28/91	06/91
UPFE 462155	UPFE 460122	05/29/91	06/91
UPFE 462156	UPFE 460276	05/29/91	06/91
UPFE 462157	UPFE 460262	05/30/91	06/91
UPFE 462158	UPFE 460222	06/03/91	06/91
UPFE 462159	UPFE 460258	06/03/91	06/91
UPFE 462160	UPFE 460221	06/03/91	06/91
UPFE 462161	UPFE 460464	06/03/91	06/91
UPFE 462162	UPFE 460524	06/03/91	06/91
UPFE 462163	UPFE 460460	06/06/91	06/91
UPFE 462164	UPFE 460453	06/04/91	06/91
UPFE 462165	UPFE 460175	06/04/91	06/91
UPFE 462166	UPFE 460700	06/07/91	06/91
UPFE 462167	UPFE 460478	06/05/91	06/91
UPFE 462168	UPFE 460575	06/05/91	06/91
UPFE 462169	UPFE 460160	06/26/91	07/91
UPFE 462170	UPFE 460188	06/06/91	06/91
UPFE 462171	UPFE 460109	06/07/91	06/91
UPFE 462172	UPFE 460671	06/11/91	06/91
UPFE 462173	UPFE 460174	06/10/91	06/91
UPFE 462174	UPFE 460430	06/10/91	06/91

UPFE 462175	UPFE 460215	06/12/91	06/91
UPFE 462176	UPFE 460479	06/12/91	06/91
UPFE 462177	UPFE 460574	06/13/91	06/91
UPFE 462178	UPFE 460172	06/14/91	06/91
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UPFE 462180	UPFE 460165	06/13/91	06/91
UPFE 462181	UPFE 460237	06/14/91	06/91
UPFE 462182	UPFE 460622	06/17/91	07/91
UPFE 462183	UPFE 460517	06/17/91	07/91
UPFE 462184	UPFE 460601	06/18/91	07/91
UPFE 462185	UPFE 460297	06/18/91	07/91
UPFE 462186	UPFE 460137	06/21/91	07/91
UPFE 462187	UPFE 460599	06/20/91	07/91
UPFE 462188	UPFE 460353	06/19/91	07/91
UPFE 462189	UPFE 460308	06/21/91	07/91
UPFE 462190	UPFE 460630	06/19/91	07/91
UPFE 462191	UPFE 460604	06/21/91	07/91