

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

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4006

TELEPHONE: (202) 371-9500

TELECOPIER: (202) 371-0900

May 22, 1990

MAY 22 1 17 PM '90
MOTOR OPERATING UNIT

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

0-142A020
RECORDATION NO. 7706-B FILED 1990

MAY 22 1990 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary McGee:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are an original and three counterparts of Lease Extension Agreement, dated as of April 20, 1990, by and between Union Pacific Railroad Company (successor in interest to The Western Pacific Railroad Company) (hereinafter "Lessee") and United States Trust Company of New York, as Trustee (hereinafter "Lessor") under a Trust Agreement, dated as of October 15, 1974 with General Electric Capital Corporation (successor in interest to General Electric Credit Corporation), as beneficiary. This Lease Extension Agreement, a secondary document, relates to that certain Lease of Railroad Equipment between Lessee and Lessor, dated as of October 15, 1974, and recorded under Recordation No. 7706 on November 13, 1974. An Assignment and Assumption Agreement, dated April 4, 1979, was recorded on July 23, 1979 under Recordation No. 7706-A.

It is my understanding that the recordation number to be assigned to this new document, as described in the proceeding paragraph, is: 7706-B.

The names and addresses of the parties to the enclosed Lease Extension Agreement are as follows:

LESSOR: United States Trust Company of New York
Attn: Corporate Trust and Agency Div.
21st Floor - 45 Wall Street
New York, New York, 10005

LESSEE: Union Pacific Railroad Company
1414 Dodge Street
Omaha, Nebraska 68179

Vertical handwritten notes:
For Mr. Maser
C. [unclear]

DONELAN, CLEARY, WOOD & MASER, P. C.
The Honorable Noreta R. McGee
May 22, 1990
Page 2

A general description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule I.

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 to the bearer hereof.

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

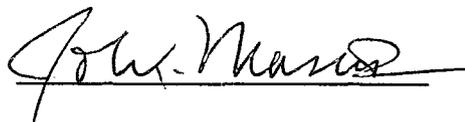
A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Lease Extension Agreement, dated as of April 20, 1990, relating to Lease of Railroad Equipment, dated as of October 15, 1974, recorded under Recordation No. 7706, between Union Pacific Railroad Company (successor in interest to The Western Pacific Railroad Company) ("Lessee") and United States Trust Company of New York, as Trustee ("Lessor") relating to fifty three (53) 100-ton (4,650 cu. ft.) covered hopper cars bearing identification marks "WP" and numbers 11901, 11903-11906, 11908-11920, 11922-11924, 11926-11928, 11930-11940, 11942-11943, 11945, 11948-11949, 11951, 11953-11961, 11963-11965; and ten (10) 60' 100-ton insulated boxcars bearing identification marks "WP" and numbers 67042-67051 (inclusive).

Respectfully submitted,

By:



JOHN K. MASER III
Attorney-In-Fact

004/FS
Enclosures
286-6

Schedule I

Description of Railroad Equipment

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder</u>	<u>Quantity</u>	<u>Identifying Mark and Numbers</u>
100-ton (4,650 cu. ft.) covered hopper cars	LO	ACF Industries, Inc.	53	WP 11901, 11903-11906, 11908-11920, 11922-11924, 11926-11928, 11930-11940, 11942-11943, 11945, 11948 -11949, 11951, 11953-11961, 11963-11965
60' 100-ton insulated box cars	XLI	PACCAR, Inc.	10	WP 67042-67051 (inclusive)

Interstate Commerce Commission
Washington, D.C. 20423

5/22/90

OFFICE OF THE SECRETARY

John K. Maser III
Donelan Cleary Wood & Maser
1275 K St. N.W. Suite 850
Washington D.C. 20005--4006

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 5/22/90 at 1:25pm and assigned recordation number(s). 7706-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

LEASE EXTENSION AGREEMENT

RECORDATION NO. 7706-B FILED 1990

MAY 22 1990 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

THIS LEASE EXTENSION AGREEMENT, dated as of the 20th day of April, 1990, by and between UNION PACIFIC RAILROAD COMPANY, a DELAWARE corporation and the successor in interest to The Western Pacific Railroad 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 October 15, 1974 (hereinafter called the "Trust Agreement") with GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation and the successor in interest to General Electric Credit Corporation, as beneficiary:

W I T N E S S E I H :

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of October 15, 1974 (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 Nov. 13, 1974, at 8:50a.m. under recordation number 7706; 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 six-year period commencing on April 1, 1990, at a rental payable in twelve (12) semi-annual payments, payable in arrears on the first day of April and October in each year commencing October 1, 1990 to and including April 1, 1996, each in an amount equal to \$1,984.00 for each of the covered hopper cars subject to the Lease and \$1,618.00 for each of the insulated box cars subject to the Lease.
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.

U.S. DEPT. OF JUSTICE
ANTITRUST DIVISION
WASHINGTON, D.C.

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: *[Signature]*
Title: AVP-PURCHASING

[CORPORATE SEAL]

Attest:

C. W. Saylor
Title: Asst. Secretary

UNITED STATES TRUST COMPANY OF
NEW YORK, as Trustee

By: *[Signature]*
LOUIS P. YOUNG
ASSISTANT VICE PRESIDENT

[CORPORATE SEAL]

Attest:

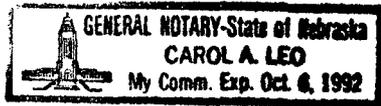
Christine C. Collins
Title: CHRISTINE C. COLLINS
Assistant Secretary

U.S. DEPT. OF JUSTICE
RECORDS SECTION
WASHINGTON, D.C.

SEARCHED
SERIALIZED
INDEXED
FILED

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

On this 20th day of April, 1990, before me personally appeared D. H. Rettinger, to me personally known, who, being by me duly sworn, says that (s)he is AVP-Purchasing of UNION 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 (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)
)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of May, 1990, before me personally appeared LOUIS YOUNG, to me personally known, who, being by me duly sworn, says that (s)he is ASST. VICE PRESIDENT 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.

Robert E. Patterson III
Notary Public

ROBERT EARLY PATTERSON III
NOTARY PUBLIC, State of New York
No. 4784543
Qualified in Suffolk County
Commission Expires October 31, 1991

[SEAL]

My Commission Expires: Commission Expires October 31, 1991

STATE OF NEW YORK
COUNTY OF NEW YORK
NOTARY PUBLIC

SCHEDULE A

<u>Date</u>	<u>Percentage Covered Hopper Cars</u>	<u>Percentage Insulated Box Cars</u>
April 1, 1990	89.797	43.141
October 1, 1990	87.500	42.113
April 1, 1991	85.202	41.086
October 1, 1991	82.905	40.059
April 1, 1992	80.608	39.032
October 1, 1992	78.311	38.005
April 1, 1993	76.014	36.978
October 1, 1993	73.717	35.951
April 1, 1994	71.420	34.923
October 1, 1994	69.122	33.896
April 1, 1995	66.825	32.869
October 1, 1995	64.528	31.842
April 1, 1996	62.231	30.815

0221L

U.S. DEPT. OF TRANSPORTATION
 FEDERAL RAILROAD COMMISSION
 WASHINGTON, D.C. 20420