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RECORDATION NO. 21354-A FILED
August 11, 2016 11:00 AM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 11, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Union Pacific Railroad Equipment Trust Series I Bill of Sale and Release of Security Interest, dated as of August 11, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Trust Agreement previously filed with the Board under Recordation Number 21354.

The name and address of the party to the enclosed document are:

Trustee: The Bank of New York Mellon Trust
Company, N.A. (successor to Harris
Trust and Savings Bank)
One Wall Street
New York, NY 10286

A description of the railroad equipment covered by the enclosed document is:

231 autoracks and 500 railcars RELEASED: UP 9538 – UP 9768, UP 152000 – UP 152099, UP 242000 – UP 242215, UP 249176 – UP 249254, UP 33310 – UP 33414, all inclusive.

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

Union Pacific Railroad Equipment Trust Series I Bill of Sale and Release of Security Interest.

Section Chief
August 11, 2016
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Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

UNION PACIFIC RAILROAD EQUIPMENT TRUST SERIES I
BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of April 3, 1998, between The Bank of New York Mellon Trust Company, N.A. (successor to Harris Trust and Savings Bank), as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust Series I" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, a memorandum of the Agreement was filed on April 28, 1998 under Recordation Number 21354 with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11303, and a memorandum of the Agreement was deposited on April 27, 1998 with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 11th day of August, 2016.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: 

Title: Vice President

ACKNOWLEDGMENT

STATE OF Illinois)
) ss:
COUNTY OF Cook)

On this 11th day of August, 2016, before me personally appeared D. G. DONOVAN, to me personally known, who, being by me duly sworn, did say that he/she is VICE PRESIDENT of The Bank of New York Mellon Trust Company, N.A. that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.


NOTARY PUBLIC

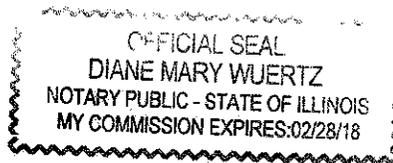


EXHIBIT A

Type	Quantity	Manufacturer	Description	Reporting Marks and Road Numbers
Gondola Railcars	100	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP 152000 – 152099, inclusive
Gondola Railcars	216	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP 242000 – 242215, inclusive
Gondola Railcars	79	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP 249176 – 249254, inclusive
Gondola Railcars	105	Trinity Industries, Inc.	Coal Gondola Railcars	UP 33310 – 33414, inclusive
Autoracks	231	Thrall Car Manufacturing Company	Bi-level Autoracks	UP 9538 - 9768, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 11, 2016

Edward M. Luria

Edward M. Luria