

Union Pacific Corporation



RECORDATION NO. 6774B
JUN 2 1988

JUN 9 1988-8 10 PM

INTERSTATE COMMERCE COMMISSION

June 6, 1988

Richard J. Ressler
Senior Corporate Attorney

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
17th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Union Pacific Railroad Equipment Trust
Trust No. 3 of 1972; Agreement dated as
of September 1, 1972

Dear Ms. McGee:

Enclosed please find an original and two counter-
parts of the document described below, which are to be
recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale and Declaration of
Payment, dated as of May 27, 1988, by The Chase Manhattan
Bank (National Association), as Trustee under the
above-captioned Agreement, consenting that the record of
its title to the equipment covered by such Agreement be
cancelled and discharged. The Agreement is recorded
under Recordation No. 6774.

I enclose a fee of \$10. Please return to me the
original Bill of Sale and Declaration of Payment and any
copies which you do not need for recordation. Kindly
acknowledge your receipt of this letter and its enclo-
sures by stamping and returning to me the extra copy of
this letter which I have enclosed. A postage paid,
addressed envelope is enclosed for your convenience.

Very truly yours,

Richard J. Ressler

RJR:mis
Encls.

cc: C. W. von Bernuth, Esq.

Union Pacific Corporation



Richard J. Ressler
Senior Corporate Attorney

June 8, 1988

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Attention: Mrs. Mildred R. Lee

Re: Union Pacific Railroad Equipment Trusts
No. 3 and No. 4 of 1972

Dear Mrs. Lee:

In connection with the Bills of Sale and Declarations of Payment relating to the above captioned equipment trusts, enclosed is our check #3031 for \$6.00 to cover the additional filing fees.

Very truly yours,

A handwritten signature in cursive script that reads "Richard J. Ressler".

RJR:eb
Enclosure

BILL OF SALE
AND
DECLARATION OF PAYMENT **INTERSTATE COMMERCE COMMISSION**

JUN 9 1988 8 20 PM

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and The Chase Manhattan Bank (National Association), a national banking association, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of September 1, 1972, which was filed and recorded pursuant to 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act) on October 20, 1972 and assigned Recordation No. 6774 and pursuant to which the Trustee issued \$14,400,000 aggregate principal amount of Union Pacific Equipment Trust No. 3 of 1972 Equipment Trust Certificates and a First Supplemental Agreement, dated as of January 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on February 8, 1980 and assigned Recordation No. 6774-A (the Equipment Trust Agreement, as amended by the Supplemental Agreement, being hereinafter referred to as the "Agreement"), covering the construction and transfer of the units of new railroad equipment (the "Equipment") described in Schedule A thereto and hereto; and

WHEREAS, on September 1, 1987, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and

any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 27th day of May, 1988.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION), as
Trustee

By: *Ann L. Edmonds*
Vice President

Attest:

[Signature]
Assistant Secretary

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

On this 27th day of May, 1988, before me personally appeared ANN L. EDMONDS, to me personally known, who being by me duly sworn, said that he is a Vice President of The Chase Manhattan Bank (National Association), the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

[Signature]
Notary Public

JERONIMO M. COLLACO
Notary Public, State of New York
No. 41-4880257
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 15, 1988

EQUIPMENT TRUST AGREEMENT NO 3 of 1972

Dated September 1, 1972

Description of Equipment as of December 31, 1987

Diesel Electric Locomotives

30 General Motors
 3203 to 3232 inclusive

Covered Hopper Cars

400 Pullman - Standard
 71600 to 71602 inclusive
 71604 to 71606 inclusive
 71608 to 71616 inclusive
 71618 to 71635 inclusive
 71637
 71638
 71640
 71641
 71643
 71645 to 71656 inclusive
 71659 to 71666 inclusive
 71668 to 71676 inclusive
 71679 to 71681 inclusive
 71683 to 71698 inclusive
 71700
 71701
 71703 to 71721 inclusive
 71723 to 71736 inclusive
 71738
 71741 to 71748 inclusive
 71750
 71752
 71754
 71756 to 71759 inclusive
 71761
 71763 to 71775 inclusive
 71777 to 71791 inclusive
 71793 to 71798 inclusive
 71800 to 71809 inclusive
 71811
 71813
 71814

71816 to 71818 inclusive
71820 to 71829 inclusive
71831
71833 to 71847 inclusive
71849 to 71874 inclusive
71876 to 71893 inclusive
71895
71896
71898 to 71919 inclusive
71921 to 71930 inclusive
71933 to 71942 inclusive
71944
71946 to 71961 inclusive
71963 to 71985 inclusive
71987 to 71999 inclusive

Open Top Hopper Cars

4 Union Pacific Railroad Builder
44716 to 44719 inclusive

Flat Cars

50 Union Pacific Railroad - Builder
215400 to 215413 inclusive
215415 to 215449 inclusive