

Union Pacific Corporation



RECORDATION NO. *64418* FILED 1423

NOV 7 1989 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

Jack E. Jerrett
Senior Corporate Attorney

October 27, 1989

AIRBORNE EXPRESS

9-311A002

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

Re: Missouri Pacific Railroad Equipment
Trust Series II; Agreement dated as
of January 1, 1972

Dear Ms. McGee:

Enclosed please find an original and two counterparts 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 October 13, 1989, by Chemical Bank as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 6441.

I have enclosed a fee of \$13. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures 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.

Sincerely,

Jack Jerrett

64418

JEJ:nr
Enclosures
CC: Edwin A. Willis
Robert E. Bartos

Interstate Commerce Commission
Washington, D.C. 20423

11/7/89

OFFICE OF THE SECRETARY

Jack E. Jerrett, Esq.
Union Pacific Corporation
Martin Tower
Eighth And Eaton Avenues
Bethlehem, PA. 18018

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 11/7/89 at 10:10^{am} and assigned recordation number(s). 6441-G, 6516-G, 6787-I, 7329-G & 7643-F

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

6441-S

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (formerly a Missouri corporation) (the "Company"), and Chemical Bank, a New York corporation, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of January 1, 1972, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on December 27, 1971 and assigned Recordation No. 6441; a Supplemental Agreement, dated as of March 5, 1975, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 17, 1975 and assigned Recordation No. 6441-A; a Supplemental Agreement, dated as of March 9, 1976, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 29, 1976 and assigned Recordation No. 6441-B; a Supplemental Agreement, dated as of June 19, 1978, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 27, 1978 and assigned Recordation No. 6441-C; a Supplemental Agreement, dated as of April 4, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 13, 1979 and assigned Recordation No. 6441-D; a Supplemental Agreement, dated as of May 30, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section

11303 on June 26, 1980 and assigned Recordation No. 6441-E; and a Supplemental Agreement, dated as of March 2, 1981, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 19, 1981 and assigned Recordation No. 6441-F (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$12,600,000 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Certificates Series II; and

WHEREAS, on January 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 become worn out, lost, destroyed or otherwise rendered unsuitable for use.

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 *13th* day of *OCTOBER*, 1939.

CHEMICAL BANK,
As Trustee

By: *R. Louren*

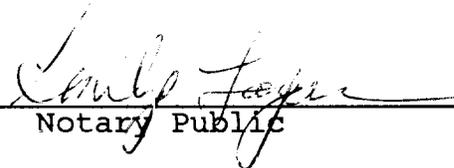
SENIOR TRUST OFFICER

Attest:

M. J. ...

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

On this 13TH day of OCTOBER, 1989, before me personally appeared R. LORENZEN, to me personally known, who being by me duly sworn, said that he is a SENIOR TRUST OFFICER of Chemical Bank, 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.



Notary Public

EMILY FAYAN
Notary Public, State of New York
NO. 24-4237006
Qualified in Kings County
Certificate filed in New York County
Notary Public Expires December 31, 1989

EQUIPMENT TRUST AGREEMENT SERIES II
 DATED JANUARY 1, 1972
 DESCRIPTION OF EQUIPMENT AS OF DECEMBER 31, 1988

BOX CARS

786602 - 786605	Incl.	786653 - 786655	Incl.
786607 - 786613	Incl.	786657 - 786658	Incl.
786615 - 786617	Incl.	786660 - 786663	Incl.
786620		786665	
786622 - 786623	Incl.	786668	
786625		786670 - 786672	Incl.
786628		786674 - 786681	Incl.
786630		786683 - 786686	Incl.
786632		786688 - 786691	Incl.
786635 - 786641	Incl.	786693	
786644		786696 - 786699	Incl.
786646 - 786651	Incl.		

BOX CARS

365750 - 365751	Incl.	365866	
365755 - 365756	Incl.	365868 - 365869	Incl.
365758		365874 - 365878	Incl.
365760 - 365761	Incl.	365884 - 365886	Incl.
365765		365888 - 365891	Incl.
365767 - 365768	Incl.	365894 - 365895	Incl.
365770		365898	
365772 - 365773	Incl.	365900 - 365903	Incl.
365775 - 365779	Incl.	365905	
365781 - 365785	Incl.	365907 - 365910	Incl.
365787		365913 - 365916	Incl.
365789 - 365792	Incl.	365918 - 365921	Incl.
365796		365924 - 365925	Incl.
365798		365927 - 365928	Incl.
365800 - 365801	Incl.	365932 - 365935	Incl.
365804		365937 - 365938	Incl.
365806 - 365813	Incl.	365941 - 365942	Incl.
365816 - 365823	Incl.	365945	
365826		365947	
365828 - 365830	Incl.	365949	
365832		365951 - 365957	Incl.
365834		365961	
365836 - 365843	Incl.	365963	
365845 - 365846	Incl.	365965	
365848 - 365850	Incl.	365970	
365852		365973	
365856 - 365858	Incl.	365975 - 365977	Incl.
365861		365979 - 365984	Incl.
365863		365986 - 365989	Incl.

BOX CARS (Continued)

365991 - 365992	Incl.	366134 - 366136	Incl.
365994 - 365996	Incl.	366138 - 366139	Incl.
366000		366143 - 366144	Incl.
366003 - 366005	Incl.	366147	
366008 - 366009	Incl.	366154	
366013 - 366014	Incl.	366157	
366016 - 366018	Incl.	366163	
366020 - 366025	Incl.	366166 - 366173	Incl.
366028 - 366029	Incl.	366177	
366034 - 366035	Incl.	366179 - 366181	Incl.
366037		366183	
366039		366185 - 366187	Incl.
366042		366190	
366044		366194	
366046		366196	
366049		366198 - 366199	Incl.
366054 - 366056	Incl.	366201	
366060 - 366061	Incl.	366203 - 366205	Incl.
366065		366208 - 366219	Incl.
366070		366221 - 366222	Incl.
366073 - 366079	Incl.	366224 - 366225	Incl.
366081		366227 - 366230	Incl.
366085		366232 - 366234	Incl.
366087		366238	
366089		366240 - 366244	Incl.
366092 - 366095	Incl.	366247	
366097 - 366100	Incl.	366250 - 366254	Incl.
366102 - 366105	Incl.	366256	
366110		366260 - 366262	Incl.
366112 - 366114	Incl.	366264	
366116		366266	
366119 - 366123	Incl.	366268	
366126 - 366127	Incl.	366270	
366132		366272 - 366274	Incl.

HOPPER CARS

592000 - 592006	Incl.	592109 - 592114	Incl.
592009 - 592011	Incl.	592116 - 592119	Incl.
592013		592121 - 592132	Incl.
592016 - 592022	Incl.	592134 - 592135	Incl.
592024 - 592031	Incl.	592137 - 592155	Incl.
592033 - 592046	Incl.	592158 - 592159	Incl.
592048 - 592050	Incl.	592161 - 592169	Incl.
592052 - 592061	Incl.	592171 - 592182	Incl.
592063 - 592066	Incl.	592186 - 592194	Incl.
592068 - 592071	Incl.	592196 - 592197	Incl.
592073 - 592077	Incl.	592199	
592079 - 592107	Incl.		

CABOOSE

13574

BOX CARS

269034 - 269035 Incl.

CABOOSE

13710

FLAT CAR

819787

COVERED HOPPER CARS

723360 - 723361 Incl.

OPEN HOPPER CARS

582451 - 582453 Incl.

BAY WINDOW CABOOSE

13880

COVERED HOPPER CARS

705974 - 705975 Incl.