

Union Pacific Corporation



REGISTRATION NO. 5915-2
Filed 1425

APR 22 1986 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

April 15, 1986

J. Ryan O'Connell
Senior Corporate Attorney

Hon. James H. Bayne
Secretary
Interstate Commerce Commission
17th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

6-112A060
No.
Date APR 22 1986
Fee \$ 10.00
ICC Washington, D.C.

Re: Union Pacific Railroad Equipment Trust No. 1 of 1971: Agreement dated as of January 1, 1971

Dear Sir:

Enclosed please find an original and three 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 April 3, 1986, 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. 5915.

I enclose a fee of \$10. Please return to me the original Agreement and any copies which you do not need for recordation. Kindly acknowledge 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.

Very truly yours,

J. R. O'Connell

JRO'C:b
Encls.
cc: C. W. von Bernuth, Esq.

APR 22 11 23 AM '86

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION No. 5915-C Filed 1425

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INTERSTATE COMMERCE COMMISSION

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 January 1, 1971, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on December 29, 1970 and assigned Recordation No. 5915; a First Supplemental Agreement, dated as of May 1, 1972, amending such Equipment Trust Agreement, which was filed and recorded pursuant to such Section 20c on May 23, 1972 and assigned Recordation No. 5915-A; and a Second Supplemental Agreement, dated as of March 1, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to such Section 20c on April 13, 1979 and assigned Recordation No. 5915-B (the Equipment Trust Agreement, as amended by the Supplemental Agreements, 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 January 1, 1986, 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 Chase Manhattan Bank (National Association) 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.

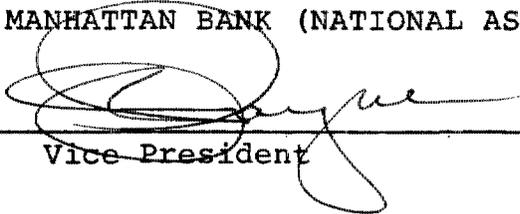
WHEREUPON, The Chase Manhattan Bank (National Association) does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that The Chase Manhattan Bank (National Association) 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 released 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.

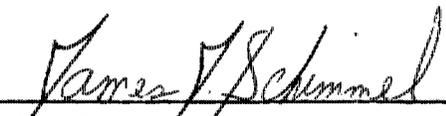
IN WITNESS WHEREOF, The Chase Manhattan Bank (National Association) has caused this instrument to be executed under its

corporate seal by its officers thereunto duly authorized this
3rd day of April, 1986.

THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION)

By: 
Vice President

Attest:


Assistant Secretary

Equipment Trust Agreement 1 of 1971
Dated 1-1-71

Description of Equipment
As Of 12/31/85

7	Caboose			
	International Car Co.			
	25808	to	25814	inclusive
539	Covered Hopper Cars			
	Pullman Incorporated (Pullman Standard Div.)			
	71000	to	71016	inclusive
	71018	to	71034	inclusive
	71036	to	71067	inclusive
	71069	to	71089	inclusive
	71091	to	71095	inclusive
	71097	to	71107	inclusive
	71109	to	71117	inclusive
	71119	to	71122	inclusive
	71124	to	71126	inclusive
	71128	to	71138	inclusive
	71140	to	71142	inclusive
	71144	to	71150	inclusive
	71152	to	71158	inclusive
	71160	to	71173	inclusive
	71175	to	71178	inclusive
	71180	and	71181	
	71183	to	71188	inclusive
	71190	to	71193	inclusive
	71195	to	71210	inclusive
	71212	to	71234	inclusive
	71237	to	71242	inclusive
	71244	to	71269	inclusive
	71271	to	71278	inclusive
	71281	to	71304	inclusive
	71306			
	71308	to	71329	inclusive
	71331	to	71340	inclusive
	71342	and	71343	
	71345			
	71347	to	71358	inclusive
	71360	to	71362	inclusive
	71364	to	71367	inclusive
	71369	and	71370	
	71372	to	71407	inclusive
	71409	to	71425	inclusive
	71429	to	71444	inclusive
	71446	to	71452	inclusive
	71454	and	71455	

Description of Equipment
As Of 12/31/85

71457	to	71459	inclusive
71461	to	71471	inclusive
71473			
71475	to	71477	inclusive
71479	to	71489	inclusive
71491	and	71492	
71494			
71496	to	71505	inclusive
71507	to	71516	inclusive
71518	to	71525	inclusive
71527	and	71528	
71530			
71532	to	71546	inclusive
71548	to	71551	inclusive
71553	to	71555	inclusive
71557	to	71580	inclusive
71582	to	71584	inclusive
71586	to	71596	inclusive
71598			
8	Box Cars		
	Pacific Car Foundry		
	491150	to 491152	inclusive
	491155	to 491159	inclusive
6	Box Cars Class B-70-9		
	Union Pacific Railroad Company Builder		
	508778		
	508780		
	508795	and 508796	
	508807		
	508822		
20	Box Cars Class B-70-10		
	Union Pacific Railroad Company Builder		
	509553		
	509555	and 509556	
	509562	and 509563	
	509566	and 509567	
	509572	and 509573	
	509579		
	509581	and 509582	
	509596		
	509598		
	509602		
	509608		
	509611		
	509616		
	509619		
	509624		