

Union Pacific Corporation

RECORDATION NO. 7047-2 FILED 1988



OCT 31 1988-2 29 PM

INTERSTATE COMMERCE COMMISSION

October 25, 1988

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

No. **8-305A053**
Date OCT 31 1988
Fee \$ _____
ICC Washington, D.C.

RE: Union Pacific Equipment Trust
No. 3 of 1973; Agreement dated as
of May 1, 1973

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 enclosed document is a Bill of Sale and Declaration of Payment, dated as of October 20, 1988, by The Chase Manhattan Bank (N.A.), 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. 7047.

I enclose a fee of \$13. 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 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 E. Jerrett

Jack E. Jerrett
Senior Corporate Attorney

JEJ:elb
Encls.

cc: Carl W. von Bernuth, Esq. (w/o Encl.)
Richard J. Ressler, Esq. (w/o Encl.)
Ralph G. Webber (w/o Encl.)

100-211-1000
OCT 31 2 13 PM '88
RECEIVED

Union Pacific Corporation



October 26, 1988

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

RE: Union Pacific Equipment Trust
No. 3 of 1973; Agreement dated as
of May 1, 1973

Dear Ms. McGee:

Enclosed please find an extra copy of the letter sent to you yesterday requesting recordation of the Bill of Sale and Declaration of Payment for the above equipment trust. This extra copy was inadvertently omitted from the package addressed to you. Please stamp or initial this copy to acknowledge receipt of our documents and return it to Mr. Jerrett in the enclosed pre-addressed, stamped envelope. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Elizabeth Boone".

Elizabeth Boone
Legal Secretary

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

11/1/88

OFFICE OF THE SECRETARY

Jack E. Jerrett
Senior Corporate Atty.
Union Pacific Corporation
Martin Tower Eight & Eaton Avenue
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 10/31/88 at 2:20pm, and assigned recordation number(s). 7047-D

Sincerely yours,

Nesta R. McGee

Secretary

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO. 7047-D FILED 1980

OCT 31 1980 2 44 PM

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 May 1, 1973, which was filed and recorded pursuant to 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act) on June 4, 1973 and assigned Recordation No. 7047; 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. 7047-A; a Second Supplemental Agreement, dated as of April 30, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 11, 1982 and assigned Recordation No. 7047-B; and a Third Supplemental Agreement, dated as of June 1, 1983, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 2, 1983 and assigned Recordation No. 7047-C (the Equipment Trust Agreement, as amended by such 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, pursuant to the Agreement, the Trustee has issued \$8,700,000

aggregate principal amount of Union Pacific Equipment Trust No. 3 of 1973 Equipment Trust Certificates; and

WHEREAS, on May 1, 1988, 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 20th day of October, 1988.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION),
As Trustee

By: *Ann L. Edmund*

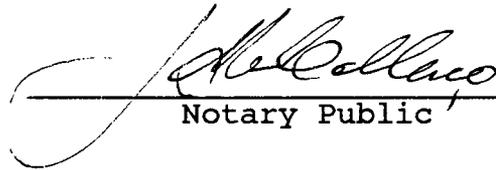
Attest:

[Signature]

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

On this 20th day of October, 1988, before me personally appeared ARNOLD 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.

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


Notary Public

EQUIPMENT TRUST AGREEMENT
Dated May 1, 1973

Description of Equipment as of December 31, 1987

OPEN-TOP HOPPER CARS

14 Union Pacific Railroad - Builder
40469 - 40475 Inclusive
44740 - 44743 "
44745
44746

COVERED HOPPER CARS

600 Pullman Incorporated
73000
73002 - 73017 Inclusive
73019 - 73027 "
73029 - 73054 "
73056
73057
73059
73062
73063
73065
73067
73069 - 73072 Inclusive
73074 - 73087 "
73089 - 73100 "
73103 - 73114 "
73116 - 73137 "
73139 - 73143 "
73145
73146
73148
73151 - 73171 Inclusive
73173
73174
73177 - 73186 Inclusive
73189
73191
73193 - 73196 Inclusive
73198 - 73201 "
73204 - 73211 "
73213 - 73215 "
73217 - 73226 "
73228 - 73234 "
73236 - 73239 "
73241 - 73243 "
73248
73249
73251 - 73260 Inclusive
73262 - 73276 "

EQUIPMENT TRUST AGREEMENT
Dated May 1, 1973

Description of Equipment as of December 31, 1987

COVERED HOPPER CARS (Cont'd.)

73278 - 73285 Inclusive
73287
73288
73290
73291
73293 - 73298 Inclusive
73300 - 73315 "
73317 - 73321 "
73323 - 73334 "
73336 - 73358 "
73360 - 73375 "
73377 - 73394 "
73396 - 73416 "
73418 - 73420 "
73422 - 73426 "
73428 - 73434 "
73436 - 73446 "
73448
73449
73452
73454 - 73457 Inclusive
73459 - 73473 "
73475 - 73488 "
73490 - 73494 "
73496 - 73534 "
73536 - 73542 "
73544 - 73551 "
73553 - 73556 "
73558
73560
73561
73563 - 73565 Inclusive
73567
73568
73570 - 73587 Inclusive
73589 - 73592 "
73594
73596 - 73599 Inclusive

4 ACF Industries
78968 - 78970 Inclusive
220106

ETAS