

Union Pacific Corporation



RECORDATION NO. 7484-1
FILED 1425

SEP 20 1989 - 11 15 AM

Jack E. Jerrett
Senior Corporate Attorney

September 19, INTERSTATE COMMERCE COMMISSION

9-263A008

AIRBORNE EXPRESS

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

RE: Union Pacific Equipment Trust
Trust No. 4 of 1974; Agreement
dated as of April 1, 1974

Dear Ms. McGee:

Enclosed please find an original and one counterpart 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 September 11, 1989, by Citibank, 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. 7484.

I 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.

Very truly yours,

J EJ:ccm
Enclosures
cc: Edwin A. Willis
Robert E. Bartos

RECORDATION NO 7484-E FILED 1485

BILL OF SALE
AND
DECLARATION OF PAYMENT

SEP 20 1989 -11 15 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of April 1, 1974, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on April 23, 1974 and assigned Recordation No. 7484; an Amendatory Agreement, dated as of December 1, 1974, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 20, 1974 and assigned Recordation No. 7484-A; a Second Supplemental Agreement, dated as of August 1, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on September 14, 1979 and assigned Recordation No. 7484-B; and a Third 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. 7484-D (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 \$15,000,000

aggregate principal amount of Union Pacific Equipment Trust No. 4 of 1974 Equipment Trust Certificates; and

WHEREAS, on April 1, 1989, 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).

UNION PACIFIC EQUIPMENT TRUST NO. 4 OF 1974
DATED APRIL 1, 1974
DESCRIPTION OF EQUIPMENT AS OF AUGUST 1, 1989

ROAD FREIGHT LOCOMOTIVES

UP02025
UP02027 - UP02039 Inclusive

OPEN TOP GENERAL SERVICE HOPPER CARS

UP037200 - UP037201 Inclusive
UP037203 - UP037205 Inclusive
UP037207 - UP037212 Inclusive
UP037215 - UP037222 Inclusive
UP037224 - UP037225 Inclusive
UP037226
UP037228 - UP037239 Inclusive
UP037241 - UP037243 Inclusive
UP037246 - UP037260 Inclusive
UP037262 - UP037268 Inclusive
UP037271 - UP037275 Inclusive
UP037277 - UP037281 Inclusive
UP037283 - UP037286 Inclusive
UP037288 - UP037290 Inclusive
UP037292 - UP037294 Inclusive
UP037296 - UP037302 Inclusive
UP037304 - UP037310 Inclusive
UP037312
UP037314 - UP037316 Inclusive
UP037318 - UP037322 Inclusive
UP037324 - UP037329 Inclusive
UP037331 - UP037340 Inclusive
UP037342 - UP037346 Inclusive
UP037348 - UP037355 Inclusive
UP037357 - UP037358 Inclusive
UP037362 - UP037366 Inclusive
UP037368
UP037371 - UP037372 Inclusive
UP037374 - UP037377 Inclusive
UP037379 - UP037383 Inclusive
UP037385 - UP037389 Inclusive
UP037391 - UP037392 Inclusive
UP037394 - UP037396 Inclusive
UP037398 - UP037400 Inclusive
UP037404 - UP037406 Inclusive
UP037408 - UP037411 Inclusive
UP037413 - UP037433 Inclusive
UP037438 - UP037442 Inclusive
UP037444 - UP037450 Inclusive
UP037452 - UP037460 Inclusive
UP037463 - UP037471 Inclusive
UP037473 - UP037477 Inclusive
UP037480 - UP037485 Inclusive
UP037487 - UP037488 Inclusive

UNION PACIFIC EQUIPMENT TRUST NO. 4 OF 1974
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OPEN TOP GENERAL SERVICE HOPPER CARS (Continued)

UP037490 - UP037491 Inclusive
UP037493 - UP037500 Inclusive
UP037502 - UP037505 Inclusive
UP037507
UP037509
UP037511 - UP037513 Inclusive
UP037516 - UP037518 Inclusive
UP037520 - UP037521 Inclusive
UP037523 - UP037528 Inclusive
UP037531
UP037535 - UP037548 Inclusive
UP037550 - UP037555 Inclusive
UP037557
UP037559
UP037561 - UP037569 Inclusive
UP037571 - UP037578 Inclusive
UP037580 - UP037581 Inclusive
UP037583 - UP037593 Inclusive
UP037595 - UP037596 Inclusive
UP037598

COVERED HOPPER CARS (4)

UP078991 - UP078994 Inclusive

BOXCARS - PLAIN 50 FT. AND LONGER (8)

UP171245
UP171273
UP171275
UP171283 - UP171284 Inclusive
UP171295
UP171300
UP171327

FLAT CARS

UP215450 - UP215499 Inclusive
UP215743 - UP215753 Inclusive
UP215755 - UP215756 Inclusive