

# UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

RECORDATION NO. 7521-12 Filed 1425

KENDOR P. JONES  
ASSISTANT EASTERN GENERAL COUNSEL

*1-229A044*

AUG 17 1981 12 40 PM

No. \_\_\_\_\_  
Date AUG 17 1981

INTERSTATE COMMERCE COMMISSION

August 12, 1981

Fee \$ 10.00

Hon. Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D. C. 20423

RECEIVED  
AUG 17 12 35 PM '81  
FEE OPERATION

Dear Mrs. Mergenovich:

Enclosed herewith for filing and recordation with the Interstate Commerce Commission, pursuant to 49 U.S.C. §11303, are five executed counterparts (Nos. 1-5) of the Bill of Sale and Declaration of Payment, dated August 5, 1981 (the "Bill of Sale and Declaration of Payment"), between Union Pacific Railroad Company (the "Company") and Morgan Guaranty Trust Company of New York, as Trustee (the "Trustee"), under an Equipment Trust Agreement, dated as of May 1, 1974, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on May 30, 1974 and assigned Recordation No. 7521, and a First Supplemental Agreement, dated as of April 30, 1975, to such Equipment Trust Agreement (as so amended, the "Agreement"), which was filed and recorded pursuant to such Section 20c on May 1, 1975 and assigned Recordation No. 7521-B.

The Bill of Sale and Declaration of Payment covers the units of equipment described in Schedule A thereto and transfers title to such units from the Trustee to the Company.

After filing and recordation, at least three of the enclosed copies of the Bill of Sale and Declaration of Payment should be returned to the undersigned or to the bearer of this letter. The fee of \$10.00 for filing and recordation is enclosed.

Very truly yours,

*Kendor P. Jones*

KPJ:b  
Encls.

*S. P. R.*  
*Kendor P. Jones*

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/17/81

OFFICE OF THE SECRETARY

**Kendor P. Jones**  
**Assist. Eastern Gen. Counsel**  
**Union Pacific RR. Co.**  
**345 Park Avenue**  
**New York, N.Y. 10022**

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 **8/17/81** at **12:40pm**, and assigned re-  
recording number(s). **7521-D**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

**EXECUTED COUNTERPART No. 1**

BILL OF SALE  
AND  
DECLARATION OF PAYMENT

RECORDATION NO. 7521-A Filed 1425

AUG 17 1981 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Morgan Guaranty Trust Company of New York, a New York corporation, as Trustee (the "Trustee"), have heretofore entered into an Equipment Trust Agreement, dated as of May 1, 1974, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on May 30, 1974 and assigned Recordation No. 7521, and a First Supplemental Agreement, dated as of April 30, 1975, to such Equipment Trust Agreement, which was filed and recorded pursuant to such Section 20c on May 1, 1975 and assigned Recordation No. 7521-B (the Equipment Trust Agreement, as amended by the First 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 May 1, 1981, 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 of the Equipment, together with interest, and any and all other payments as provided in the Agreement and the Company does hereby represent and warrant that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the undersigned, Morgan Guaranty Trust Company of New York, 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, Morgan Guaranty Trust Company of New York, as Trustee, does hereby, by these presents, grant, bargain, sell and convey unto the Company the aforesaid Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that Morgan Guaranty Trust Company of New York makes no other representations and warranties, expressed or implied, with respect to any other liens or with respect to any other matters relating to the Equipment.

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

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 5<sup>th</sup> day of August, 1981.

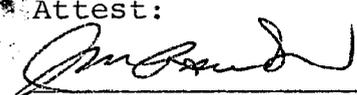
MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, as Trustee

By: \_\_\_\_\_

Trust Officer

P. A. CROOKS

Attest:

  
\_\_\_\_\_  
J.M. Guadagnolo



## SCHEDULE A

### Description of Trust Equipment

<u>No. of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
20	3000-HP SD-40-2 Diesel electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3243 to UP 3262, both inclusive .....	\$355,000	\$ 7,100,000
10	3000-HP U-30-C Diesel electric road freight locomotives, General Electric Company, builder, to be numbered UP 2890 to UP 2899, both inclusive .....	357,200	3,572,000
158	52' 6" 70-ton capacity box cars, Class BF-70-13, Union Pacific Railroad Company, builder, to be numbered UP 171337 to UP 171494, both inclusive .....	19,825	3,132,350
50	57' 0" 100-ton capacity flat cars, Class F-100-7, Union Pacific Railroad Company, builder, to be numbered UP 215500 to UP 215549, both inclusive .....	25,400	1,270,000
150	50' 7" 100-ton capacity box cars, Class A-100-16, FMC Corporation (Marine & Rail Equipment Division), builder, to be numbered UP 300300 to UP 300449, both inclusive .....	25,615	3,842,250
Total Estimated Cost .....			<u>\$18,916,600</u>

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

On this 5<sup>th</sup> day of August, 1981, before me personally appeared P. J. CROOKS, to me personally known, who, being by me duly sworn, says he is a Trust Officer of Morgan Guaranty Trust Company of New York, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said 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 said corporation.

*Harold Robinson*  
\_\_\_\_\_  
Notary Public

HAROLD ROBINSON  
Notary Public, State of New York  
Qualified in Queens County  
Certificate Filed in New York County  
No. 41-4731133  
Commission Expires March 30, 1982

