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Union Pacific Corporation



RECORDATION NO. 12101-D FILED 149E

SEP 29 1995 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

Jack E. Jerrett
Senior Corporate Attorney

September 26, 1995

FEDERAL EXPRESS

Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Re: Union Pacific Equipment Trust Agreement, dated as of August 1, 1980

Dear Mr. Williams:

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 September 20, 1995, by The Chase Manhattan Bank N.A., 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 canceled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 12101.

I have enclosed a fee of \$21. 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.

Sincerely,

JEJ:cee
Enclosures
cc: Michael J. Staffenbeal

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RECEIVED
OFFICE OF THE
SECRETARY
SEP 29 11 09 AM '95
LICENSING BRANCH

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO. 12101-D FILED 149K

SEP 29 1995 11 15 AM

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 August 1, 1980, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on August 14, 1980 and assigned Recordation No. 12101; a First Supplemental Agreement, dated as of March 16, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on April 3, 1989 and assigned Recordation No. 12101-A; and a Second Supplemental Agreement, dated as of December 28, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on December 30, 1992 and assigned Recordation No. 12101-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 railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$25,500,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1981 Equipment Trust Certificates; and

WHEREAS, on August 1, 1995, 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 of the terms and conditions stipulated in the Agreement have been fully performed and 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 day of _____, 1995.

THE CHASE MANHATTAN BANK
(National Association),
As Trustee

By: Valerie J. [Signature]

Attest:

Janet Robinson

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

On this 20th day of September, 1995, before me personally appeared VALERIE DUNBAR, to me personally known, who being by me duly sworn, said that he or she 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 or she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Margaret M. Price
Notary Public

MARGARET M. PRICE
Notary Public, State of New York
No. 244980599
Qualified in Kings County
Commission Expires April 22, 1997

SCHEDULE A

UNION PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST SERIES #1 OF 1981
DESCRIPTION OF EQUIPMENT AS OF AUGUST 1, 1995

HOPPER CARS

UP	45902	UP	45954	UP	46004	UP	46055	UP	46100
UP	45903	UP	45956	UP	46006	UP	46056	UP	46101
UP	45905	UP	45957	UP	46007	UP	46057	UP	46102
UP	45906	UP	45958	UP	46008	UP	46058	UP	46103
UP	45907	UP	45959	UP	46009	UP	46059	UP	46104
UP	45908	UP	45960	UP	46011	UP	46060	UP	46105
UP	45909	UP	45961	UP	46012	UP	46061	UP	46106
UP	45910	UP	45962	UP	46013	UP	46062	UP	46107
UP	45911	UP	45963	UP	46014	UP	46063	UP	46108
UP	45912	UP	45964	UP	46015	UP	46065	UP	46109
UP	45913	UP	45965	UP	46016	UP	46066	UP	46110
UP	45914	UP	45966	UP	46017	UP	46067	UP	46111
UP	45915	UP	45967	UP	46019	UP	46068	UP	46112
UP	45917	UP	45968	UP	46020	UP	46070	UP	46114
UP	45918	UP	45969	UP	46022	UP	46071		
UP	45919	UP	45970	UP	46025	UP	46072	UP	34802
UP	45920	UP	45971	UP	46026	UP	46073	UP	34911
UP	45921	UP	45973	UP	46028	UP	46074	UP	34934
UP	45922	UP	44974	UP	46030	UP	46075	UP	35600
UP	45923	UP	45975	UP	46032	UP	46077	UP	35606
UP	45924	UP	45976	UP	46033	UP	46078	UP	35613
UP	45925	UP	45978	UP	46034	UP	46079	UP	35614
UP	45927	UP	45979	UP	46035	UP	46080	UP	35617
UP	45929	UP	45980	UP	46036	UP	46081	UP	35628
UP	45930	UP	45982	UP	46037	UP	46082	UP	35631
UP	45933	UP	45983	UP	46038	UP	46083	UP	35638
UP	45934	UP	45985	UP	46039	UP	46084	UP	35655
UP	45936	UP	45986	UP	46040	UP	46085	UP	35659
UP	45937	UP	45987	UP	46041	UP	46087	UP	35693
UP	45938	UP	45988	UP	46042	UP	46089	UP	35696
UP	45940	UP	45989	UP	46043	UP	46090	UP	35706
UP	45941	UP	45990	UP	46044	UP	46091		
UP	45942	UP	45991	UP	46045	UP	46093	UP	83811
UP	45943	UP	45992	UP	46046	UP	46094	UP	83812
UP	45944	UP	45994	UP	46047	UP	46095	UP	83813
UP	45945	UP	45997	UP	46048	UP	46096	UP	83814
UP	45946	UP	45998	UP	46050	UP	46097	UP	83815
UP	45948	UP	46000	UP	46051	UP	46099		
UP	45950	UP	46001	UP	46052				
UP	45951	UP	46002	UP	46053				
UP	45953	UP	46003	UP	46054				

BOX CARS

UP 563198
UP 563199
UP 563200
UP 563201
UP 563202
UP 563203
UP 563204
UP 563205
UP 563206
UP 563207
UP 563208
UP 563211
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UP 563248

AUTO RACKS

UP 8197
UP 8198
UP 8199
UP 8200
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UP 8202
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UP 8207
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LOCOMOTIVES

UP 2500
UP 2501
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