

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

May 14, 1996

FEDERAL EXPRESS

Vernon A. Williams
Surface Transportation Board
Room 1324
Twelfth & Constitution Ave., NW
Washington, DC 20423

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RECEIVED SURFACE TRANSPORTATION BOARD

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 15 10 08 AM '96

**Re: Equipment Trust Agreement, dated as of
February 1, 1981, between Missouri Pacific
Railroad Company and Chemical Bank, as Trustee**

Dear Mr. Williams:

Enclosed please find an original and three counterparts of the document described below, which are to be filed and recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of May 9, 1996, executed by Chemical Bank, 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 cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 12535.

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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BILL OF SALE AND DECLARATION OF PAYMENT

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (the "Company"), and Chemical Bank, a New York corporation, as trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of February 1, 1981, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on January 30, 1981 and assigned Recordation No. 12844; a Supplemental Agreement No. 1, dated as of March 9, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 23, 1982 and assigned Recordation No. 12844-A; a Supplemental Agreement, dated as of March 14, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on March 21, 1989 and assigned Recordation No. 12535-B; and a Supplemental Agreement, dated as of December 21, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 23, 1992 and assigned Recordation No. 12844-C (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 \$27,600,000.00 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Certificates, Series No. 16; and

WHEREAS, on February 1, 1996 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 been worn out or lost or destroyed or become unsuitable for use.

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 9 day of May, 1996.

CHEMICAL BANK,
As Trustee

By: 
VICE PRESIDENT

Attest:


TRUST OFFICER

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

On this 9 day of May 1996, before me personally appeared W. B. DODGE, to me personally known, who being by me duly sworn, said that he is a VICE PRESIDENT of Chemical Bank, 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.


Notary Public

GAETFILE\ETBSMCH8.JJD

ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1997

SCHEDULE A

MISSOURI PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST SERIES #16
DESCRIPTION OF EQUIPMENT AS OF FEBRUARY 1, 1996

HOPPER CARS

MP	705780	MP	705823	MP	705865	MP	705907	MP	705949
MP	705781	MP	705824	MP	705866	MP	705908		
MP	705782	MP	705825	MP	705867	MP	705909	UP	83111
MP	705783	MP	705826	MP	705868	MP	705911	UP	83112
MP	705784	MP	705827	MP	705869	MP	705912	UP	83113
MP	705785	MP	705828	MP	705871	MP	705913	UP	83114
MP	705786	MP	705829	MP	705872	MP	705914	UP	83115
MP	705787	MP	705830	MP	705873	MP	705915	UP	83116
MP	705788	MP	705831	MP	705874	MP	705916	UP	83117
MP	705789	MP	705832	MP	705875	MP	705917		
MP	705790	MP	705833	MP	705876	MP	705918	UP	84041
MP	705791	MP	705834	MP	705877	MP	705919	UP	84042
MP	705792	MP	705835	MP	705878	MP	705920	UP	84043
MP	705793	MP	705836	MP	705879	MP	705921	UP	84044
MP	705794	MP	705837	MP	705880	MP	705922	UP	84045
MP	705795	MP	705838	MP	705881	MP	705923	UP	84046
MP	705796	MP	705839	MP	705882	MP	705924	UP	84047
MP	705797	MP	705840	MP	705883	MP	705925		
MP	705798	MP	705842	MP	705884	MP	705926	MP	721971
MP	705799	MP	705843	MP	705885	MP	705927	MP	721972
MP	705800	MP	705844	MP	705886	MP	705928	MP	721973
MP	705801	MP	705845	MP	705887	MP	705929		
MP	705802	MP	705846	MP	705888	MP	705930	<u>AUTO RACKS</u>	
MP	705803	MP	705847	MP	705889	MP	705931		
MP	705804	MP	705848	MP	705890	MP	705932	MP	7970
MP	705805	MP	705849	MP	705891	MP	705933	MP	7971
MP	705806	MP	705850	MP	705892	MP	705934	MP	7972
MP	705807	MP	705851	MP	705893	MP	705935	MP	7973
MP	705808	MP	705852	MP	705894	MP	705936	MP	7974
MP	705810	MP	705853	MP	705895	MP	705937	MP	7975
MP	705811	MP	705854	MP	705896	MP	705938		
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MP	705813	MP	705856	MP	705898	MP	705940		
MP	705814	MP	705857	MP	705899	MP	705941		
MP	705815	MP	705858	MP	705900	MP	705942		
MP	705816	MP	705859	MP	705901	MP	705943		
MP	705817	MP	705860	MP	705902	MP	705944		
MP	705819	MP	705861	MP	705903	MP	705945		
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MP	705821	MP	705863	MP	705905	MP	705947		
MP	705822	MP	705864	MP	705906	MP	705948		

GONDOLA CARS

	MP	643429	MP	643520	MP	951065	MP	951194	
	MP	643432	MP	643521	MP	951070	MP	951195	
MP	643352	MP	643433	MP	643522	MP	951071	MP	951196
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MP	643354	MP	643439	MP	643525	MP	951074		
MP	643355	MP	643440	MP	643526	MP	951083		
MP	643356	MP	643441	MP	643527	MP	951085		
MP	643359	MP	643444	MP	643528	MP	951089		
MP	643360	MP	643445	MP	643529	MP	951090		
MP	643362	MP	643446	MP	643530	MP	951096		
MP	643363	MP	643447	MP	643536	MP	951100		
MP	643366	MP	643448	MP	643537	MP	951105		
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MP	643368	MP	643451	MP	643541	MP	951108		
MP	643372	MP	643452	MP	643542	MP	951111		
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MP	643374	MP	643456	MP	643546	MP	951114		
MP	643376	MP	643458	MP	643548	MP	951119		
MP	643378	MP	643460			MP	951120		
MP	643379	MP	643461	MP	951001	MP	951123		
MP	643382	MP	643462	MP	951004	MP	951124		
MP	643386	MP	643464	MP	951007	MP	951127		
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MP	643398	MP	643483	MP	951019	MP	951142		
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MP	643403	MP	643490	MP	951025	MP	951152		
MP	643404	MP	643491	MP	951028	MP	951153		
MP	643405	MP	643492	MP	951029	MP	951155		
MP	643407	MP	643496	MP	951030	MP	951157		
MP	643408	MP	643497	MP	951032	MP	951158		
MP	643409	MP	643498	MP	951034	MP	951159		
MP	643410	MP	643499	MP	951035	MP	951161		
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MP	643416	MP	643503	MP	951044	MP	951176		
MP	643418	MP	643504	MP	951046	MP	951181		
MP	643420	MP	643505	MP	951053	MP	951183		
MP	643421	MP	643508	MP	951055	MP	951184		
MP	643422	MP	643509	MP	951056	MP	951185		
MP	643423	MP	643510	MP	951057	MP	951187		
MP	643424	MP	643512	MP	951058	MP	951188		
MP	643426	MP	643516	MP	951060	MP	951189		
MP	643428	MP	643517	MP	951061	MP	951192		

COIL CARS

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AIR DUMP CARS

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LOCOMOTIVES

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