

0-211A024

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

July 26, 1990

AIRBORNE EXPRESS

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 7889 FILED 1425

JUL 30 1990 -11 25 AM

INTERSTATE COMMERCE COMMISSION

NON OPERATING UNIT
JUL 30 11 18 AM '90

Re: Union Pacific Railroad Company
Equipment Trust No. 4 of 1975

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 document is a Bill of Sale and Declaration of Payment, dated as of July 20, 1990, by Morgan Guaranty Trust Company of New York, 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. 7889.

I have enclosed a fee of \$15. 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.

Sincerely,

JEJ:ccm
Enclosures
cc: Robert E. Bartos

Interstate Commerce Commission
Washington, D.C. 20423

7/30/90

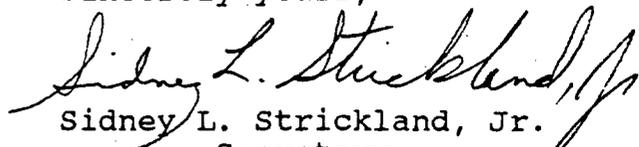
OFFICE OF THE SECRETARY

Jack E. Jerrett
Senior Corporate Atty.
Union Pacific Corporation
Martin Tower Eighth & Eaton Ave
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 7/30/90 at 11:25am, and assigned recordation number(s). 7889-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO

7889-A

FILED 1425

JUL 30 1990 - 11 26 AM

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 trust company incorporated and existing under the laws of the State of New York, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of April 1 1975, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on April 14, 1975 and assigned Recordation No. 7889; a First Supplemental Agreement, dated as of March 1, 1976, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 7, 1976 and assigned Recordation No. 7889-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. 7889-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. 7889-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

\$15,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 4 of 1975 Equipment Trust Certificates; and

WHEREAS, on April 1, 1990, 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 JULY , 1990.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,
As Trustee

By: Helen Z. Chen

Attest:

Barbara Lane

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

On this 20TH day of JULY, 1990, before me personally appeared HELEN G CHIN, to me personally known, who being by me duly sworn, said that he or she is a VICE PRESIDENT of Morgan Guaranty Trust Company of New York, 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.



Notary Public

SIMONE G. VINOCOUR
NOTARY PUBLIC, State of New York
No. 31-4938491
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 7, 1990

UNION PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST NO. 4 OF 1975
DESCRIPTION OF EQUIPMENT AS OF MARCH 31, 1990

LOCOMOTIVES

=====

General Motors Corp., Builder

UP02050--UP02059, Inclusive

100 TON OPEN TOP HOPPER CARS

=====

UP040504--UP040509, Inclusive

100 TON COVERED HOPPER CARS

=====

ACF Industries, Builder

UP079036

UP079038

UP079040--UP079043, Inclusive

70 TON BOX CARS

=====

UP171889

UP171920

UP171928

UP171930

UP171962

UP171990

100 TON COVERED HOPPER CARS

=====

ACF Industries, Builder

UP220131

UP220141

UP220146

100 TON BOX CARS

=====

Pacific Car and Foundry, Builder

UP361700--UP361719, Inclusive

UP361721--UP361733, Inclusive

UP361735--UP361738, Inclusive

UP361740

UP361742

UP361744--UP361768, Inclusive
UP361770
UP361772--UP361778, Inclusive
UP361780--UP361792, Inclusive
UP361794--UP361796, Inclusive
UP361798--UP361799, Inclusive

70 TON BOX CARS

=====

UP390535--UP390536, Inclusive
UP390538--UP390539, Inclusive
UP390546
UP390548--UP390549, Inclusive
UP390554--UP390558, Inclusive
UP390562--UP390563, Inclusive
UP390570
UP390572
UP390574
UP390576--UP390577, Inclusive
UP390579
UP390583
UP390585--UP390586, Inclusive
UP390592
UP390594
UP390596
UP390598
UP390599
UP390601--UP390602, Inclusive
UP390605
UP390609--UP390611, Inclusive
UP390614
UP390621
UP390628--UP390630, Inclusive
UP390633
UP390639
UP390643
UP390646
UP390649--UP390650, Inclusive
UP390652
UP390656--UP390657, Inclusive
UP390660
UP390664
UP390666
UP390669

100 TON INSULATED BOX CARS

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Pacific Car and Foundry

UP465300--UP465301, Inclusive
UP465303--UP465344, Inclusive
UP465346--UP465348, Inclusive
UP465350--UP465355, Inclusive
UP465357--UP465361, Inclusive
UP465363--UP465367, Inclusive
UP465369--UP465379, Inclusive
UP465381--UP465383, Inclusive
UP465385--UP465388, Inclusive
UP465390--UP465391, Inclusive
UP465393--UP465394, Inclusive
UP465396--UP465397, Inclusive
UP465399