

Union Pacific Corporation

0100402001



Jack E. Jerrett  
Senior Corporate Attorney

RECORDATION NO. 10626-F FILED 1425  
OCT 14 1994 -3 25 PM  
INTERSTATE COMMERCE COMMISSION

October 12, 1994

**FEDERAL EXPRESS**

Sidney L. Strickland  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, DC 20423

Re: Missouri Pacific Railroad Company  
Equipment Trust Number 11

RECEIVED THE  
OFFICE OF THE  
SECRETARY  
OCT 14 3 29 PM '94  
LICENSING BRANCH

Dear Mr. Strickland:

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 August 31, 1994, 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. 10626.

I have enclosed a fee of \$18. 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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# Interstate Commerce Commission

Washington, D.C. 20423

10/14/94

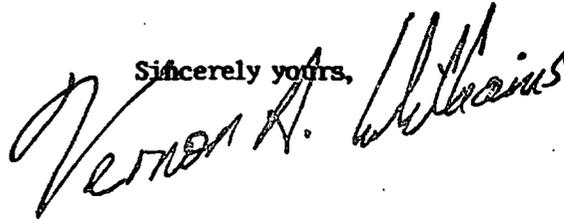
OFFICE OF THE SECRETARY

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower  
8th and Eaton Aves.,  
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 10/14/94 at 3:35PM, and assigned recordation number(s). 10626-E.

Sincerely yours,



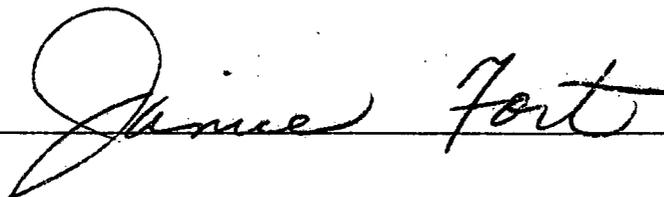
Vernon A. Williams  
Acting Secretary

Enclosure(s)

(0100402001)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BILL OF SALE  
AND  
DECLARATION OF PAYMENT

RECORDATION NO. 10626-E FILED 1495

OCT 14 1994 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

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 August 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on July 16, 1979 and assigned Recordation No. 10626; a Supplemental Agreement, 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. 10626-A; a Supplemental Agreement, dated as of November 11, 1988, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on November 17, 1988 and assigned Recordation No. 10626-B; a Supplemental Agreement, dated as of January 31, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on February 5, 1992 and assigned Recordation No. 10626-C; 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 (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 \$20,250,000.00 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Series No. 11 Equipment Trust Certificates; and

WHEREAS, on August 1, 1994 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 *31st* day of *August*, 1994.

CHEMICAL BANK,

As Trustee

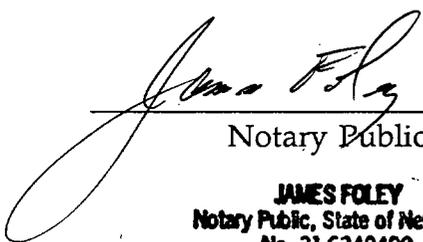
By: *[Signature]*

Attest:

*[Signature]*

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

On this *31st* day of *August* 1994, before me personally appeared G. John Kirsch, to me personally known, who being by me duly sworn, said that he is a ASST. 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  
**JAMES FOLEY**  
Notary Public, State of New York  
No. 31-6348400  
Qualified in New York County  
Commission Expires August 31, 1996

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## SCHEDULE A

MISSOURI PACIFIC RAILROAD COMPANY  
EQUIPMENT TRUST SERIES #11  
DESCRIPTION OF EQUIPMENT AS OF AUGUST 1, 1994

### BOXCARS

MP	267541	MP	267586	MP	267633	MP	267682	MP	267728
MP	267542	MP	267587	MP	267635	MP	267683	MP	267729
MP	267543	MP	267588	MP	267637	MP	267684	MP	267730
MP	267544	MP	267589	MP	267638	MP	267685	MP	267731
MP	267546	MP	267590	MP	267639	MP	267686	MP	267733
MP	267547	MP	267591	MP	267640	MP	267687	MP	267734
MP	267548	MP	267592	MP	267641	MP	267688	MP	267735
MP	267549	MP	267593	MP	267642	MP	267689	MP	267736
MP	267550	MP	267594	MP	267643	MP	267690	MP	267737
MP	267551	MP	267595	MP	267644	MP	267691	MP	267738
MP	267552	MP	267596	MP	267645	MP	267692	MP	267739
MP	267553	MP	267597	MP	267646	MP	267693	MP	267740
MP	267554	MP	267598	MP	267648	MP	267694	MP	267741
MP	267555	MP	267599	MP	267649	MP	267695	MP	267743
MP	267556	MP	267600	MP	267650	MP	267696	MP	267744
MP	267557	MP	267601	MP	267651	MP	267697	MP	267746
MP	267558	MP	267602	MP	267654	MP	267699	MP	267747
MP	267559	MP	267603	MP	267655	MP	267701	MP	267748
MP	267561	MP	267604	MP	267656	MP	267702	MP	267749
MP	267562	MP	267605	MP	267658	MP	267704	MP	267750
MP	267563	MP	267606	MP	267659	MP	267705	MP	267751
MP	267564	MP	267607	MP	267660	MP	267706	MP	267752
MP	267565	MP	267608	MP	267661	MP	267707	MP	267754
MP	267566	MP	267609	MP	267662	MP	267708	MP	267755
MP	267567	MP	267610	MP	267663	MP	267709	MP	267756
MP	267568	MP	267611	MP	267664	MP	267710	MP	267758
MP	267570	MP	267614	MP	267665	MP	267712	MP	267759
MP	267571	MP	267615	MP	267666	MP	267713	MP	267760
MP	267572	MP	267616	MP	267668	MP	267714	MP	267761
MP	267573	MP	267617	MP	267670	MP	267715	MP	267764
MP	267574	MP	267618	MP	267671	MP	267716	MP	267765
MP	267575	MP	267619	MP	267672	MP	267717	MP	267766
MP	267576	MP	267620	MP	267673	MP	267718	MP	267767
MP	267577	MP	267622	MP	267674	MP	267719	MP	267768
MP	267578	MP	267623	MP	267675	MP	267720	MP	267770
MP	267579	MP	267624	MP	267676	MP	267721	MP	267772
MP	267580	MP	267625	MP	267677	MP	267722	MP	267773
MP	267582	MP	267627	MP	267678	MP	267723	MP	267774
MP	267583	MP	267628	MP	267679	MP	267724	MP	267775
MP	267584	MP	267629	MP	267680	MP	267725	MP	267776
MP	267585	MP	267630	MP	267681	MP	267727	MP	267777

MP	267778	MP	267833	HOPPER CARS	
MP	267779	MP	267834		
MP	267780	MP	267835	MP	721998
MP	267781	MP	267836	MP	721999
MP	267783	MP	267838		
MP	267784	MP	267839	MP	240016
MP	267785	MP	267840	MP	240018
MP	267786	MP	267841	MP	240019
MP	267787	MP	267842	MP	240020
MP	267788	MP	267843	MP	240027
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MP	267790	MP	267845	MP	240029
MP	267791	MP	267846	MP	240031
MP	267792	MP	267847	MP	240032
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MP	267794	MP	267849	MP	240034
MP	267795	MP	267850	MP	240035
MP	267796	MP	267852	MP	240036
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MP	267799	MP	267855	MP	240048
MP	267800	MP	267856	MP	240049
MP	267801	MP	267857		
MP	267802	MP	267858	MP	83818
MP	267804	MP	267859	MP	83819
MP	267806			MP	83820
MP	267807			MP	83821
MP	267808	UP	961095	MP	84026
MP	267809	UP	961096	MP	84027
MP	267810	UP	961097	MP	84028
MP	267811	UP	961098		
MP	267813	UP	961099		
MP	267814	UP	961100		
MP	267816	UP	961101		
MP	267817	UP	961102		
MP	267818	UP	961103		
MP	267820	UP	961104		
MP	267821	UP	961105		
MP	267822	UP	961106		
MP	267823	UP	961107		
MP	267824	UP	961108		
MP	267825	UP	961109		
MP	267826	UP	961110		
MP	267827				
MP	267828				
MP	267829				
MP	267830				
MP	267831				
MP	267832				

GONDOLA CARS

MP	650900	MP	650947	MP	650997	MP	651047
MP	650901	MP	650948	MP	650998	MP	651048
MP	650902	MP	650949	MP	650999	MP	651049
MP	650903	MP	650950	MP	651000	MP	651050
MP	650904	MP	650951	MP	651001	MP	651051
MP	650905	MP	650952	MP	651002	MP	651052
MP	650906	MP	650953	MP	651003	MP	651053
MP	650907	MP	650954	MP	651004	MP	651054
MP	650908	MP	650955	MP	651005	MP	651055
MP	650909	MP	650956	MP	651006	MP	651057
MP	650910	MP	650957	MP	651008	MP	651061
MP	650911	MP	650959	MP	651009	MP	651062
MP	650912	MP	650960	MP	651010	MP	651064
MP	650913	MP	650961	MP	651012	MP	651066
MP	650914	MP	650962	MP	651013	MP	651067
MP	650915	MP	650963	MP	651014	MP	651068
MP	650916	MP	650964	MP	651015	MP	651069
MP	650917	MP	650965	MP	651016	MP	651070
MP	650918	MP	650966	MP	651017	MP	651071
MP	650919	MP	650967	MP	651018	MP	651072
MP	650920	MP	650968	MP	651019	MP	651073
MP	650921	MP	650969	MP	651020	MP	651074
MP	650922	MP	650970	MP	651021	MP	651075
MP	650923	MP	650971	MP	651022	MP	651077
MP	650924	MP	650972	MP	651023	MP	651078
MP	650925	MP	650973	MP	651024	MP	651079
MP	650926	MP	650974	MP	651025	MP	651080
MP	650927	MP	650975	MP	651027	MP	651081
MP	650928	MP	650976	MP	651028	MP	651082
MP	650929	MP	650977	MP	651029	MP	651083
MP	650930	MP	650978	MP	651030	MP	651084
MP	650931	MP	650980	MP	651031	MP	651085
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MP	650933	MP	650982	MP	651033	MP	651087
MP	650934	MP	650983	MP	651034	MP	651088
MP	650935	MP	650985	MP	651035	MP	651089
MP	650936	MP	650986	MP	651036	MP	651090
MP	650937	MP	650987	MP	651037	MP	651091
MP	650938	MP	650988	MP	651038	MP	651092
MP	650939	MP	650989	MP	651039	MP	651093
MP	650940	MP	650990	MP	651040	MP	651095
MP	650941	MP	650991	MP	651041	MP	651096
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MP	650944	MP	650994	MP	651044	MP	651099
MP	650945	MP	650995	MP	651045		
MP	650946	MP	650996	MP	651046		