

# Union Pacific Corporation



Jack E. Jerrett  
Senior Corporate Attorney

RECORDATION NO. 11130-E FILED 1425

MAY 31 1995 - 3 30 AM

May 30, 1995

INTERSTATE COMMERCE COMMISSION

## FEDERAL EXPRESS

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

LICENSING BRANCH

MAY 31 3 23 PM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

Re: Western Pacific Equipment Trust First 1980 Series

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 May 24, 1995, by The Chase Manhattan Bank (National Association), 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. 11130.

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



Interstate Commerce Commission  
Washington, D.C. 20423-0001

5/31/95

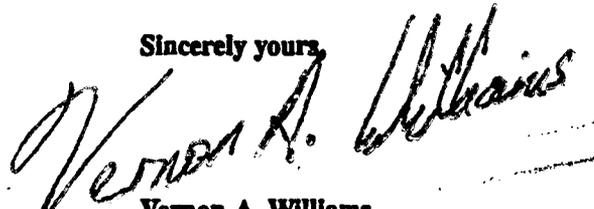
Office Of The Secretary

Jack E. Jerrett  
Senior Corporate Attorney  
Union Pacific Corporation  
Martin Tower-Eighth 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 5/31/95 at 3:30PM, and assigned recordation number(s) 11130-E.

Sincerely yours,

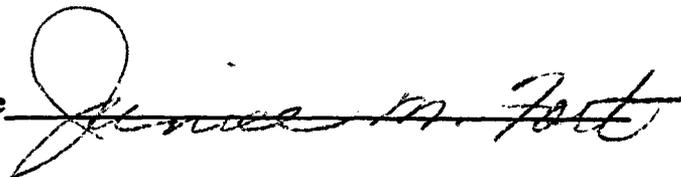


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 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

11130-E

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, the Western Pacific Railroad Company, a California corporation (the "WP"), and The Chase Manhattan Bank (National Association) (the "Trustee"), entered into an Equipment Trust Agreement, dated as of October 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 on December 14, 1979 and assigned Recordation No. 11130 (such Equipment Trust Agreement, as amended, being hereinafter called the Agreement); and

WHEREAS, the Union Pacific Railroad Company, a Utah corporation ("UPRR"), has acquired the WP and assumed all of its obligations including the Agreement; and

WHEREAS, on March 1, 1995, UPRR made the final payment due under the Agreement with respect to the equipment listed on Schedule A hereto (the "Equipment"); and

WHEREAS, UPRR has made all other payments as provided in the Agreement, and UPRR 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 UPRR, without recourse in any event, in any contingency or for any cause, the

Equipment free and clear of all claims, liens, security interests and other 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 UPRR, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed by its officer thereunto duly authorized this 24<sup>th</sup> day of *May*, 1995.

THE CHASE MANHATTAN BANK  
(NATIONAL ASSOCIATION),  
as Trustee

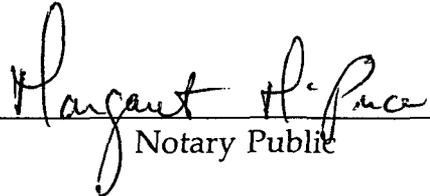
By:   
Name: R. E. HALBERAN  
Title: ~~Executive Vice President~~

Attest:



STATE OF )  
 ) ss:  
COUNTY OF )

On this 24<sup>th</sup> day of MAY, 1995, before me personally appeared  
R. E. HALDERAN, to me personally known, who being by me duly sworn, said that  
he or she is Assistant President of The Chase Manhattan Bank (National Association),  
that he or she is authorized to execute the foregoing instrument on behalf of said Trust,  
that he or she signed said instrument on behalf of the Trust and he or she acknowledged  
that the execution of the foregoing instrument was the free act and deed of the Trust.

  
Notary Public

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MARGARET M. PRICE  
Notary Public, State of New York  
No. 24-4980599  
Qualified in Kings County  
Commission Expires April 22, 1997

## SCHEDULE A

### WESTERN PACIFIC RAILROAD COMPANY EQUIPMENT TRUST FIRST 1980 SERIES DESCRIPTION OF EQUIPMENT AS OF MARCH 1, 1995

#### LOCOMOTIVES

UP	910
UP	911
UP	912
UP	913
UP	914

#### COVERED HOPPERS

UP	83168
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