

Union Pacific Corporation

RECORDATION NO. 11303-0
FILED 1423



NOV 7 1990 10 10 AM

INTERSTATE COMMERCE COMMISSION

Jack E. Jerrett
Senior Corporate Attorney

November 6, 1990

0-311A011

AIRBORNE EXPRESS

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

Re: Union Pacific Equipment
Trust No. 2 of 1980

NOV 7 1990 10 10 AM
RECEIVED

Dear Mr. Strickland:

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 November 2, 1990, by Citibank, 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 cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 11303.

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

OFFICE OF THE SECRETARY

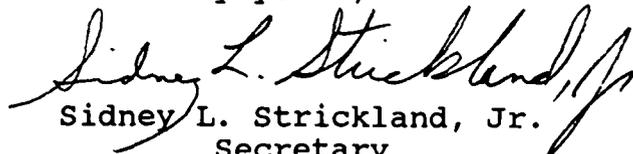
11/7/90

Jack E. Jerrett-
Senior Corporate Attorney
Martin Tower
Eighth and Eaton Avenues
Bethlehem, PA. 18018

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/7/90 at 10:10AM, and assigned recordation number(s). 11303-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO. 11303-A
FILED 148

NOV 7 1990 11:41 AM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of December 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on December 31, 1979 and assigned Recordation No. 11303; a First Supplemental Agreement, dated as of April 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on May 16, 1980 and assigned Recordation No. 11303-A; and a Second Supplemental Agreement, dated as of August 1, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on August 20, 1982 and assigned Recordation No. 11303-B (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 \$72,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 2 of 1980 Equipment Trust Certificates; and

WHEREAS, on November 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 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.

Schedule A

UNION PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST NO. 2 OF 1980
DESCRIPTION OF EQUIPMENT AS OF SEPTEMBER 30, 1990

21 3000 HP C 30-7 DIESEL LOCOMOTIVES

=====

UP02479--UP02499, Inclusive

109 3000 HP SD 40-2 DIESEL LOCOMOTIVES

=====

UP03659--UP03737, Inclusive

UP03739--UP03768, Inclusive

6 OPEN TOP HOPPER CARS

=====

UP044766--UP044767, Inclusive

UP044769--UP044772, Inclusive

367 100 TON OPEN TOP HOPPER CARS

=====

UP044900--UP044917, Inclusive

UP044919--UP044922, Inclusive

UP044924--UP044929, Inclusive

UP044931--UP044936, Inclusive

UP044938--UP044942, Inclusive

UP044944--UP044958, Inclusive

UP044960--UP044965, Inclusive

UP044967--UP044971, Inclusive

UP044974--UP044983, Inclusive

UP044986--UP045010, Inclusive

UP045012

UP045014--UP045029, Inclusive

UP045031--UP045034, Inclusive

UP045036--UP045042, Inclusive

UP045044--UP045069, Inclusive

UP045071--UP045072, Inclusive

UP045073--UP045084, Inclusive

UP045086--UP045088, Inclusive

UP045090

UP045092--UP045098, Inclusive

UP045101--UP045113, Inclusive

UP045115--UP045116, Inclusive
UP045118--UP045121, Inclusive
UP045123--UP045150, Inclusive
UP045152
UP045154--UP045176, Inclusive
UP045178--UP045179, Inclusive
UP045181--UP045185, Inclusive
UP045188
UP045190--UP045205, Inclusive
UP045207--UP045210, Inclusive
UP045212--UP045227, Inclusive
UP045229--UP045237, Inclusive
UP045239--UP045242, Inclusive
UP045245--UP045250, Inclusive
UP045252--UP045254, Inclusive
UP045256--UP045282, Inclusive
UP045284--UP045285, Inclusive
UP045287
UP045289--UP045296, Inclusive
UP045298--UP045303, Inclusive
UP045305
UP045312
UP045315--UP045319, Inclusive