

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 13204-C FILED  
SEP 06 '01 2-13 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 29, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale and Release of Security Interest, dated August 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 13204.

The names and addresses of the parties to the enclosed document are:

Secured Party/  
Trustee: Morgan Guaranty Trust  
Company of New York  
P.O. Box 495  
New York, NY 10260

[Railroad: Union Pacific Railroad  
Company  
1416 Dodge Street  
Omaha, NE 68179]

A description of the railroad equipment covered by the enclosed document is:

All equipment subject to the Equipment Trust Agreement, a copy of which is attached hereto.

Mr. Vernon A. Williams  
August 29, 2001  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

UNION PACIFIC RAILROAD COMPANY

Trust No. 4 of 1981

SCHEDULE A

Description of Trust Equipment

| <u>No. of<br/>Units</u> | <u>Description</u>  |
|-------------------------|---|
| 500                     | 100-ton, covered hopper cars, Class CH-100-40, Union Pacific Railroad Company, builder, to be numbered UP79350 to UP79849 both inclusive .....                    |
| 300                     | 100-ton, gondola cars, Class G-100-20 Union Pacific Railroad Company, builder, to be numbered UP32400 to UP32699 both inclusive ....                              |
| 75                      | 100-ton, gondola cars, Class G-100-21 Union Pacific Railroad Company, builder, to be numbered UP97000 to UP97074 both inclusive ....                              |
| 30                      | 100-ton, airslide covered hopper cars, Class CH-100-48, General American Transportation Company, builder, to be numbered UP20690 to UP20719, both inclusive ..... |
| 25                      | 100-ton, airslide covered hopper cars, Class CH-100-49 General America Transportation Company, builder, to be numbered UP20720 to UP20744 both inclusive .....    |
| 10                      | 100-ton, rapid discharge open-top hopper cars, Class H-100-25, Ortner Freight Car Company, builder, to be numbered UP34040 to UP34049 both inclusive .....        |

RECORDATION NO. 13204-C FILED

SEP 06 '01 2-13 PM

SURFACE TRANSPORTATION BOARD

**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

WHEREAS, by that certain Equipment Trust Agreement, dated as of July 1, 1981, executed by Morgan Guaranty Trust Company of New York, as Trustee (the "Trustee") and Union Pacific Railroad Company, (the "Railroad"), there was established the "Union Pacific Equipment Trust No. 4 of 1981" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Schedule A hereto (the "Equipment");

WHEREAS, the Agreement was filed on July 29, 1981 under Recordation Number 13204 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303, and supplements thereto were subsequently filed under Recordation Numbers 13204-A and 13204-B; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Schedule A; and (c) release any security interest it may have had in the Equipment described in Schedule A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 28 day of August, 2001.

MORGAN GUARANTY TRUST  
COMPANY OF NEW YORK

By: [Signature]

Title: VICE PRESIDENT

STATE OF NEW YORK )

) ss:

COUNTY OF NEW YORK )

On this 28th day of August, 2001, before me personally appeared VANCE B. BARBOUR, to me personally known, who, being by me duly sworn, did say that he/she is VICE PRESIDENT of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

[Signature]  
NOTARY PUBLIC



**UNION PACIFIC RAILROAD COMPANY**

**Trust No. 4 of 1981**

**SCHEDULE A**

**Description of Trust Equipment**

| <u>No. of<br/>Units</u> | <u>Description</u>  |
|-------------------------|---|
| 500                     | 100-ton, covered hopper cars, Class CH-100-40, Union Pacific Railroad Company, builder, to be numbered UP79350 to UP79849 both inclusive .....                    |
| 300                     | 100-ton, gondola cars, Class G-100-20 Union Pacific Railroad Company, builder, to be numbered UP32400 to UP32699 both inclusive .....                             |
| 75                      | 100-ton, gondola cars, Class G-100-21 Union Pacific Railroad Company, builder, to be numbered UP97000 to UP97074 both inclusive .....                             |
| 30                      | 100-ton, airslide covered hopper cars, Class CH-100-48, General American Transportation Company, builder, to be numbered UP20690 to UP20719, both inclusive ..... |
| 25                      | 100-ton, airslide covered hopper cars, Class CH-100-49 General America Transportation Company, builder, to be numbered UP20720 to UP20744 both inclusive .....    |
| 10                      | 100-ton, rapid discharge open-top hopper cars, Class H-100-25, Ortner Freight Car Company, builder, to be numbered UP34040 to UP34049 both inclusive .....        |