

RECORDATION NO. 17759-A FILED

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SURFACE TRANSPORTATION BOARD

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April 11, 2007

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 two (2) copies of a Bill of Sale and Release of Security Interest, dated as of April 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement previously filed with the Commission under Recordation Number 17759.

The name and address of the party to the enclosed document are:

Trustee: The Bank of New York
101 Barclay Street
New York, NY 10007

[Railroad: Southern Pacific Transportation
One Market Plaza
San Francisco, California 94105]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

55 locomotives: SP 9715 – SP 9769.

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

Bill of Sale and Release of Security Interest.

Also enclosed is a check in the amount of \$34.00 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,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of March 15, 1992, executed by The Bank of New York, as Trustee (the "Trustee") and Southern Pacific Transportation Company (the "Railroad"), there was established the "Southern Pacific Transportation Company Equipment Trust No. 92-1" (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 Exhibit A attached hereto (the "Equipment");

WHEREAS, the Agreement was filed on March 31, 1992 under Recordation Number 17759 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303;

WHEREAS, The Bank of New York Trust Company, N.A. has succeeded to the interests of The Bank of New York;

WHEREAS, Union Pacific Railroad Company has succeeded to the interests of Southern Pacific Transportation Company; 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 Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit 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, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 2 day of April, 2007.

THE BANK OF NEW YORK TRUST COMPANY, N.A.

By: L. Garcia
L. Garcia
Title: Vice President

STATE OF IL)

) ss:

COUNTY OF Cook)

On this 2 day of April, 2007, before me personally appeared L. Garcia, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of The Bank of New York Trust Company, N.A. 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.



T. Mosterd
NOTARY PUBLIC

EXHIBIT A

Number of Units

55

Description

3,800 HP GP60
Diesel-Electric
Locomotives

Road Numbers

SP 9715 through
SP 9769, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/11/07



Robert W. Alvord