

RECORDATION NO. 10612-F EREU

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SECRETARY OF TRANSPORTATION

OFFICE OF COUNSEL
URBAN A. LESTER

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

March 27, 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 March 16, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 10612.

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

Trustee: Morgan Guaranty Trust Company
Of New York
P.O. Box 495
New York, NY 10260

[Railroad: Union Pacific Railroad Company]

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

262 railcars, 25 locomotives and 8 bi-level auto racks bearing UP reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
March 27, 2001
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A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest by Morgan Guaranty
Trust Company on behalf of Union Pacific Railroad Company

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 and cross-indexing fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

EXHIBIT A

- 260 100-ton, 4155 cu. ft. capacity open top gondola cars, Class G-100-19, Union Pacific Railroad Company, builder, to be numbered UP 34200 to UP 34459, both inclusive

- 10 3000 HP SD-40-2 Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3574 to UP 3583, both inclusive

- 15 3000 HP SD-40-2 Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP 3584 to UP 3598, both inclusive

- 8 Fully enclosed, bi-level auto racks, numbered 8164-8171, inclusive, manufactured by Thrall Car Manufacturing Company

- 2 100-Ton, 60-Foot Covered Hopper Railcars, Numbered UP 83166, UP 83167

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SURVIVAL OF THE RECORD BOARD

BILL OF SALE AND RELEASE OF SECURITY INTEREST

SURVIVAL OF THE RECORD BOARD

WHEREAS, by a certain Equipment Trust Agreement, dated as of June 1, 1979, 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 1979" (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 July 10, 1979 under Recordation Number 10612 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 10612-B, 10612-C, 10612-D and 10612-E; 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 THEREOF, 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 16 day of March, 2001.

MORGAN GUARANTY TRUST
COMPANY OF NEW YORK

By: *William Ingrassia*

Title: Vice President

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this 16 day of MARCH, 2001, before me personally appeared William Ingrassia, to me personally known, who, being by me duly sworn, did say that he/she is Vice Pres 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.

Hallie Albert
NOTARY PUBLIC

HALLIE ALBERT
Notary Public, State of New York
No. 24-4740022
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Feb. 28, 2002

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