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OF COUNSEL
URBAN A. LESTER

July 25, 2001

RECORDATION NO. 14875-C FILED

JUL 25 '01 3-04 PM

SURFACE TRANSPORTATION BOARD

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 July 19, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement, as supplemented, which was previously filed with the Commission under Recordation Numbers 14875.

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

Trustee/Secured Party: Citibank, N.A.
399 Park Avenue
New York, NY 10022

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

25 locomotives, 384 autoracks and 48 covered hoppers bearing UP reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
July 25, 2001
Page Two

A short summary of the schedule 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,



Robert W. Alvord

RWA/anm
Enclosures

EXHIBIT A

25 3800 HP SD-60 diesel electric
road freight locomotives, General
Motors Corporation, builder, to be
numbered UP 6000 to UP 6024,
both inclusive

384 Tri-level auto racks, Thrall Car
Manufacturing Company, builder,
To be numbered UP 7332 to UP 7715,
both inclusive

48 100-Ton, 55-Foot covered hopper
Railcars, numbered UP 83504 - UP
83508 inclusive, UP 83510 - UP 83552,
inclusive

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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 December 15, 1985, executed by Citibank, N.A., as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust No. 1 of 1985" (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 January 6, 1986 under Recordation Number 14875 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 14875-A and 14875-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 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, CITIBANK, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 19th day of July 2001.

CITIBANK, N.A.

By: 
P. DeFelice

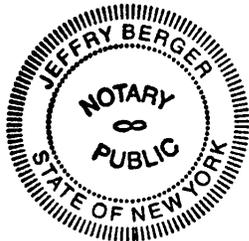
Title: **Vice President**

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this _____ day of July, 2001, before me personally appeared
P. DeFelice, to me personally known, who, being by me duly
sworn, did say that he/~~she~~ is **Vice President** of CITIBANK, 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.




NOTARY PUBLIC

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 2001

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