

Union Pacific Corporation



Jack E. Jerrett  
Senior Corporate Attorney

September 3, 1991

1-247A005

FEDERAL EXPRESS

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

8406-AD  
RECORDATION NO. FILED 1991  
SEP 4 1991 10:50 AM  
INTERSTATE COMMERCE COMMISSION

Re: Union Pacific Equipment Trust No. 4 of 1976

Dear Mr. Strickland:

Enclosed please find an original and three 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 August 26, 1991, by Morgan Guaranty Trust Company of New York 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. 8406.

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.

Sincerely,

*Jack E. Jerrett*

JEJ:ccm  
Enclosures

cc: Robert E. Bartos

SEP 4 10 42 AM '91  
MOTOR OPERATED UNIT

Interstate Commerce Commission  
Washington, D.C. 20423

9/5/91

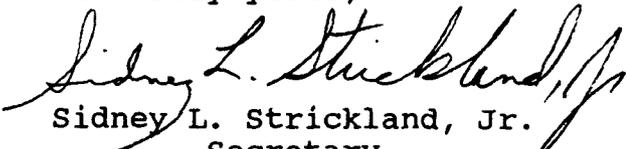
OFFICE OF THE SECRETARY

Jack E. Jerrett  
Senior Corporate Attorney  
E Union Pacific Corp.  
Eighth & Eaton Avenues  
Bethlehem, Pa. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/4/91 at 10:50am, and assigned recordation number(s). 8406-D

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

BILL OF SALE  
AND  
DECLARATION OF PAYMENT

RECORDATION NO. 8406-A  
SEP 4 1991 - 10 50 AM  
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Morgan Guaranty Trust Company of New York, a New York trust company incorporated and existing under the laws of the State of New York, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of July 1, 1976, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on July 9, 1976 and assigned Recordation No. 8406; a First Supplemental Agreement, dated as of November 1, 1981, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 22, 1981 and assigned Recordation No. 8406-A; a Second Supplemental Agreement, dated as of March 16, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 7, 1989 and assigned Recordation No. 8406-B; and a Third Supplemental Agreement, dated as of June 1, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 7, 1989 and assigned Recordation No. 8406-C (the Equipment Trust Agreement, as amended, 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

\$13,275,000 aggregate principal amount of Union Pacific Equipment Trust No. 4 of 1976 Equipment Trust Certificates; and

WHEREAS, on July 1, 1991, 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 the terms and conditions stipulated in the Agreement have been fully performed and that 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.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 26<sup>th</sup> day of August, 1991.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK,  
As Trustee

By:   
Vice President

Attest:

  
Assistant Secretary

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 26<sup>th</sup> day of August, 1991, before me personally appeared ~~W. CULHANE~~, to me personally known, who being by me duly sworn, said that he or she is a Vice President of Morgan Guaranty Trust Company of New York, the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

*Peter V. Murphy*

Notary Public

PETER V. MURPHY  
Notary Public, State of New York  
No. 4984457  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires July 22, 1993

UNION PACIFIC RAILROAD COMPANY  
EQUIPMENT TRUST AGREEMENT DATED JULY 1, 1976  
DESCRIPTION OF EQUIPMENT AS OF MAY 31, 1991  
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29 3000 HP SD 40-2 LOCOMOTIVES  
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3305--3308, INCLUSIVE  
3310--3334, INCLUSIVE

30 FULLY ENCLOSED BI-LEVEL AUTORACKS  
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7996--8025, INCLUSIVE