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TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 19, 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 two (2) copies of a Bill of Sale and Partial Release of Security Interest, dated January 18, 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 which was previously filed with the Commission under Recordation Number 6461.

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

Secured Party/Trustee: Chase Manhattan Bank
(successor to Chemical Bank)
450 West 33rd Street
New York, NY 10001

[Company: Union Pacific Railroad Company]

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

6 railcars UP 36519, UP 36521, UP 36574, UP 36630, UP 36653 and UP 36663

Mr. Vernon A. Williams
January 19, 2001
Page Two

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

Bill of Sale and Partial Release of Security Interest of Chase
Manhattan Bank (successor to Chemical Bank) in favor of Union
Pacific Railroad Company covering 6 railcars UP 36519, UP 36521,
UP 36574, UP 36630, UP 36653 and UP 36663.

Also enclosed is a check in the amount of \$27.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 6461-C FILED

JAN 19 '01 12-52 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE AND PARTIAL RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 1, 1971, executed by Chemical Bank (predecessor to Chase Manhattan Bank), as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established "Union Pacific Equipment Trust Series C" (the "Agreement");

WHEREAS, by the terms of Section 5.1 of said Agreement, the Trustee did lease to the Railroad certain units of the railroad equipment including the open top hopper cars described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on January 12, 1972 under Recordation No. 6461 with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

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, Chase Manhattan Bank (successor in interest to Chemical Bank), the Trustee, as aforesaid, has caused its corporate name to hereunto subscribed by its officer thereunto duly authorized this 18 day of January, 2001.

CHASE MANHATTAN BANK
(successor in interest to Chemical Bank)

By: _____

VICE PRESIDENT

Title: _____

STATE OF NEW YORK)

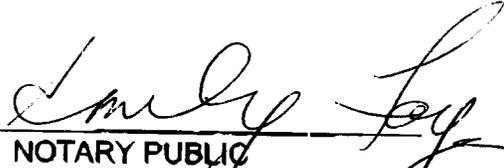
) ss:

COUNTY OF NEW YORK)

On this 18 day of Jan, 2001, before me personally appeared
W. B. DODGE

_____ to me personally known, who, being by me duly
sworn, did say that he/she is VICE PRESIDENT of CHASE MANHATTAN BANK,

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

EMILY FAYAN
Notary Public, State of New York
No. 24-4737006
Qualified in Kings County
Certificate Filed in New York County
Commission Expires December 31, 2008

EXHIBIT A

Six (6) Open Top Hopper Cars:

UP

36519

36521

36574

36630

36653

36663