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May 31, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 17699-5 FILED

MAY 31 '02 9-12 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a May 2002 Amendment to Lease of Railroad Equipment, dated as of May 30, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 17699.

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

Lessor: Wells Fargo Bank Northwest, N.A.
(successor by assignment
from National Railway Equipment Co.)
79 South Main Street
Salt Lake City, UT 84111

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Mr. Vernon A. Williams
May 31, 2002
Page Two

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

11 locomotives UP 400 – UP 409 and UP 849 (originally CNW 4701 – CNW 4711)

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

May 2002 Amendment to Lease of Railroad Equipment

Also enclosed is a check in the amount of \$30.00 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/anr
Enclosures

**MAY 2002 AMENDMENT TO LEASE OF RAILROAD EQUIPMENT
BETWEEN WELLS FARGO BANK NORTHWEST, N.A. (as successor in interest by
assignment from National Railway Equipment Co.) AND UNION PACIFIC RAILROAD
COMPANY (as successor in interest by merger with Chicago and North Western
Transportation Company)**

This May 2002 Amendment ("May 2002 Amendment"), dated as of May 30, 2002, modifies and amends Schedule A to Lease of Railroad Equipment, dated as of November 1, 1991, between Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as trustee (as successor in interest by assignment from National Railway Equipment Co. ("NREC")) ("Lessor"), and Union Pacific Railroad Company (as successor in interest by merger with Chicago and North Western Transportation Company) ("Lessee"), as amended by that certain Notice and Acknowledgment, dated November 1, 1995, among Lessor, Colonial Life & Accident Insurance Company, NREC and Lessee (collectively, the "Lease"), to amend the description of locomotives included thereunder.

WHEREAS, pursuant to the Lease, Lessee and Lessor confirm that the Lease covers eleven (11) locomotives; and

WHEREAS, Lessor and Lessee confirm that the car marks and numbers in Schedule A to the Lease are amended as herein provided.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The original marks and numbers originally set forth in Schedule A have been changed and the following marks and numbers are inserted in lieu thereof:

<u>New Marks</u>	<u>Former Marks</u>
UP 400	CNW 4701 (subsequently UP 2070)
UP 401	CNW 4702
UP 402	CNW 4703
UP 403	CNW 4704
UP 404	CNW 4705
UP 405	CNW 4706
UP 406	CNW 4707
UP 407	CNW 4708
UP 408	CNW 4709
UP 409	CNW 4710
UP 849	CNW 4711

2. Except as otherwise expressly provided herein, the Lease shall continue in full force and effect and all references to Schedule A shall mean Schedule A as amended hereby.

RECORDATION NO. 17699-C FILED

MAY 31 '02 9-12 AM

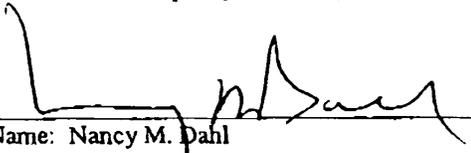
SURFACE TRANSPORTATION BOARD

3. This May 2002 Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the date first set forth above.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as trustee

By: 
Name: Nancy M. Dahl
Title: Vice President

UNION PACIFIC RAILROAD COMPANY

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the date first set forth above.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as trustee

By: _____
Name:
Title:

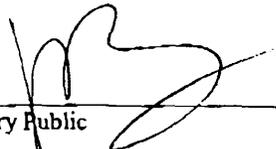
UNION PACIFIC RAILROAD COMPANY

By:  _____
Name: **David L. Belhley**
Title: **Sr Mgr Purch Leases**

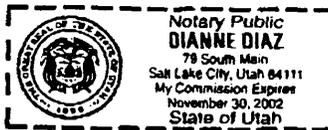
STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

On this 22nd day of May, 2002, before me, a Notary Public in and for said County and State, personally appeared Nancy M. Dahl, a Vice President of Wells Fargo Bank Northwest, N.A., who acknowledged herself/himself to be a duly authorized officer of said national banking association, and that, as such officer, being authorized to do so, s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Notary Public
My commission expires:

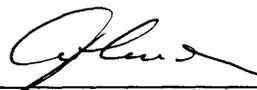


CERTIFICATION

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: _____

May 31, 2002



Robert W. Alvord