

RECORDATION NO 23115-E FILED

**ALVORD AND ALVORD**

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OCT 19 '00

11-21 AM

TS IS  
SURFACE TRANSPORTATION BOARD

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

October 19, 2000

OF COUNSEL  
URBAN A LESTER

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 Memorandum of Indenture Supplement Nos. B1 and B2 (EL-MO III TRUST B), dated October 20, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture which was duly filed with the Board under Recordation Number 23115-A and replaces the Memorandum of Indenture Supplement filed under Recordation Number 23115-C.

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

Indenture Trustee: First Security Bank, N.A.  
79 Main Street  
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

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

Fourteen (14) SD90MAC Diesel Electric Locomotives: UP 8500 and UP 8522 – UP 8534 inclusive.

Mr. Vernon A. Williams  
October 19, 2000  
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A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Indenture Supplement Nos. B1 and B2 (EL-MO III TRUST B), dated October 20, 2000, First Security Bank, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee, covering fourteen (14) SD90MAC Diesel Electric Locomotives: UP 8500 and UP 8522 – UP 8534 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**EL-MO III TRUST B**

**MEMORANDUM OF INDENTURE SUPPLEMENT NOS. B1 AND B2**

Memorandum of Indenture Supplement Nos. B1 and B2 made and entered into on October 20, 2000 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

**WITNESSETH**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated September 27, 2000, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

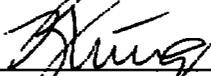
3. The undersigned have entered into those certain Indenture Supplement Nos. B1 and B2 each dated October 20, 2000, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

4. This Memorandum supersedes and replaces the Memorandum of Indenture Supplements dated September 27, 2000 and filed under Recordation Number 23115-C on September 26, 2000 at 5:11 P.M.

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OCT 19 2000 11-21 AM  
TS  
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.,  
as Indenture Trustee

By   
Name: Brett R. King  
Title: Vice President

Executed on this 17 day of October 2000.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October 2000.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October 2000.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

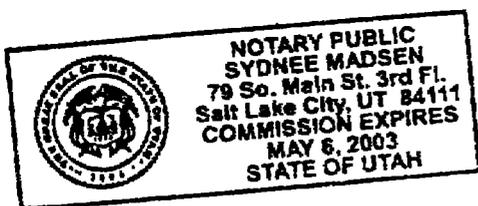
By \_\_\_\_\_  
Name:  
Title: **JAMES F. LAWLER**  
Vice President

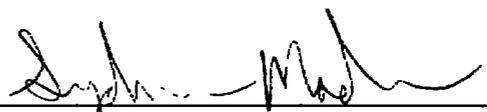
Executed on this \_\_\_\_ day of October 2000.

STATE OF UTAH )  
 )  
 ) SS:  
COUNTY OF SALT LAKE )

On this, the 17 day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of First Security Bank, National Association, that said instrument was signed on October 17, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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



  
Name: Sydnee Madsen  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of October, 2000, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on October \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

SS:

On this, the \_\_\_\_ day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on October \_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

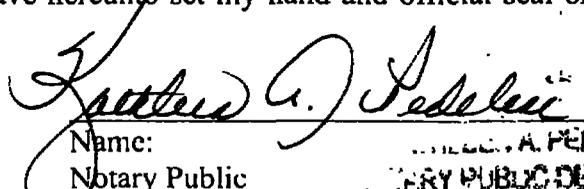
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF New Castle )

SS:

On this, the 18<sup>th</sup> day of October, 2000, before, a Notary Public in and for said County and State, personally appeared ~~James P. Lawler~~, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Wilmington Trust Company, that said instrument was signed on October \_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

  
\_\_\_\_\_  
Name: ELIZABETH A. PEDELINI  
Notary Public NOTARY PUBLIC DELAWARE  
My Commission Expires October 21, 2002  
Residing in \_\_\_\_\_

**Exhibit A****Units subject to Indenture Supplement No. B1**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	2	8500 8522

**Units subject to Indenture Supplement No. B2**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	12	8523 8524 8525 8526 8527 8528 8529 8530 8531 8532 8533 8534