

RECORDATION NO. 23261-C FILED

DEC 20 '00 9-55 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

December 20, 2000

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

Re: EI-Mo II Trust No. 2000-F

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement Nos. F1, F2 and F3 dated as of December 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture which is being filed with the Board under Recordation Number 23261.

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 document is:

48 SD70M Diesel Electric Locomotives within the series UP 4049 - UP 4164

Mr. Vernon A. Williams
December 20, 2000
Page Two

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

Memorandum of Indenture Supplement Nos. F1, F2 and F3 dated as of December 22, 2000, First Security Bank, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee, covering 48 SD70M Diesel Electric Locomotives within the series UP 4049 - UP 4164.

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

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EL-MO II TRUST NO. 2000-F

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NOS. F1, F2 AND F3

Memorandum of Indenture Supplement Nos. F1, F2 and F3 made and entered into on December 22, 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 December 22, 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. F1, F2 and F3 each dated December 22, 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.

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: **Brett R. King**
Title: **Vice President**

Executed on this 14 day of December
2000.

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

By _____
Name:
Title:

Executed on this ____ day of December
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 December 2000.

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

By  _____

Name:

Anita Dallago

Title:

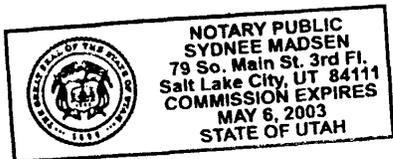
Financial Services Officer

Executed on this 14 day of December 2000.

STATE OF Utah)
)
COUNTY OF Salt Lake) SS:

On this, the 14 day of December, 2000, before me, a Notary Public in said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of First Security Bank, N.A., that said instrument was signed on December , 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.



Sydnee Madsen
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of December, 2000, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December _____, 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 December, 2000, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December _____, 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 Delaware)
)
COUNTY OF Delaware New Castle) SS:

On this, the 14 day of December, 2000, before me, a Notary Public in said County and State, personally appeared Antia E. Dallago, who being by me duly sworn, says that (s)he is the Financial Services Director of Wilmington Trust, that said instrument was signed on December 14, 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.

Leigh Emmi
Name: LEIGH EMMI
Notary Public NOTARY PUBLIC
My Commission Expires August 1, 2002
Residing in Delaware

[Wells Fargo]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M
Diesel Electric Locomotives

Units subject to Indenture Supplement F1 (6 Units)

Road Numbers (Prefix UP): 4049, 4063, 4068, 4070, 4071, 4072

Units subject to Indenture Supplement F2 (6 Units)

Road Numbers (Prefix UP): 4073, 4074, 4075, 4076, 4077, 4078

Units subject to Indenture Supplement F3 (36 Units)

Road Numbers (Prefix UP): 4079, 4080, 4081, 4082, 4083, 4084, 4085, 4086,
4087, 4088, 4100, 4103, 4111, 4113, 4114, 4115,
4116, 4117, 4118, 4137, 4141, 4145, 4148, 4149,
4150, 4151, 4154, 4155, 4157, 4158, 4159, 4160,
4161, 4162, 4163, 4164