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RECORDATION NO. 23518-B FILED

JUN 26 '01 11-44 AM

SURFACE TRANSPORTATION BOARD

June 26, 2001

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

Re: El-Mo II Trust No. 2001-B

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 Trust Indenture and Security Agreement, dated June 27, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which is being filed with the Board under Recordation Number _____.

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

Indenture Trustee: Wells Fargo Bank
Northwest, N.A.
(f/k/a 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:

23 SD7OM locomotives within the series UP 4614- UP 4665 attached hereto.

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

Memorandum of Trust Indenture and Security Agreement between Wells Fargo Bank Northwest, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee.

Also enclosed is a check in the amount of $28.00 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

[U.S. Bancorp]

Exhibit A

Equipment:	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
Quantity:	23 Units
Road Numbers Prefix UP:	4614, 4615, 4616, 4617, 4618, 4619, 4620, 4621, 4622, 4623, 4624, 4625, 4626, 4627, 4628, 4629, 4630, 4631, 4632, 4633, 4634, 4664, 4665

RECORDATION NO. 23518-B FILED
JUN 26 '01 11-44 AM
SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2001-B

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Memorandum of Trust Indenture and Security Agreement made and entered into on June 27, 2001 by and between Wells Fargo Bank Northwest, 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

The undersigned have entered into that certain Trust Indenture and Security Agreement (the *"Indenture"*), dated June 27, 2001, 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 the Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

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.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name: BRETT R. KING
Title: VICE PRESIDENT

Executed on this ____ day of June 2001.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of June 2001.

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.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name:
Title:

Executed on this ____ day of June 2001.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By _____
Name: PATRICIA A. EVANS
Title: Senior Financial Services Officer

Executed on this ____ day of June 2001.

STATE OF Utah)
) SS:
COUNTY OF SaltLake)

On this, the _____ day of June, 2001, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Wells Fargo Bank Northwest, N.A., that said instrument was signed on June _____, 2001 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.

NOTARY PUBLIC
ELIZABETH A DURFEE
1095 E. 2100 So. Ste 215
S.L.C., UT 84106
COMMISSION EXPIRES
NOV. 22, 2003
STATE OF UTAH

Name: ELIZABETH A. DURFEE
Notary Public
My Commission Expires:
Residing in Utah

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of June, 2001, 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 _____, that said instrument was signed on June _____, 2001 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)
) SS:
COUNTY OF New Castle)

On this, the 20th day of June, 2001, before, a Notary Public in and for said County and State, personally appeared **PATRICIA A. EVANS**, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer Wilmington Trust that said instrument was signed on June 20th, 2001 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.

Janel R Havrilla

Name: JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires: My Commission Expires Feb. 2, 2005
Residing in Wilmington, DE

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of June, 2001, 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 _____, that said instrument was signed on June _____, 2001 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 _____

[U.S. Bancorp]

Exhibit A

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