

RECORDATION NO. 23519-E FILED

SEP 25 '01 3-59 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

September 25, 2001

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

Re: EI-Mo II Trust No. 2001-C

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 No. C2, dated September 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture which was filed with the Board under Recordation Number 23519-B.

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

Indenture Trustee: Wells Fargo Bank  
Northwest, N.A.  
79 Main Street  
Salt Lake City, Utah 84111

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

Mr. Vernon A. Williams  
September 25, 2001  
Page Two

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

20 SD7OMAC locomotives UP 4429 - UP 4448.

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

Memorandum of Indenture Supplement No. C2 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

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EL-MO II TRUST NO. 2001-C

SEP 25 '01 3-59 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NO. C2

Memorandum of Indenture Supplement No. C2 made and entered into on September 26, 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

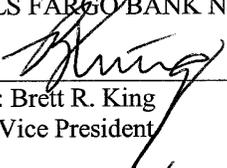
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated June 27, 2001, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23519-B pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. C2 dated September 26, 2001, 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.

WELLS FARGO BANK NORTHWEST, N.A.

By   
Name: Brett R. King  
Title: Vice President

Executed on this 14 day of September 2001.

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

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

Executed on this \_\_\_\_ day of September 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 September 2001.

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

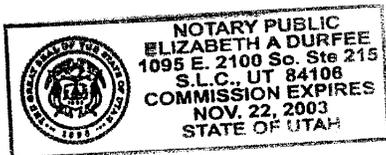
By \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

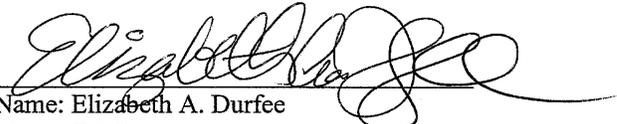
Executed on this 17<sup>th</sup> day of September 2001.

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

On this, the 14 day of September, 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 he is the Vice President of Wells Fargo Bank Northwest, National Association, that said instrument was signed on September 14, 2001 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: Elizabeth A. Durfee  
Notary Public  
My Commission Expires:  
Residing in Utah

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

On this, the \_\_\_\_\_ day of September, 2001, 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 September \_\_\_\_\_, 2001 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.

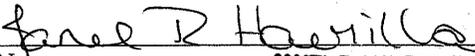
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE ) SS:

On this, the 17<sup>th</sup> day of September, 2001, 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 September 17<sup>th</sup>, 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: **JANEL R. HAVRILLA**  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires **Feb. 2, 2005**  
Residing in Wilmington, DE

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

On this, the \_\_\_\_ day of September, 2001, 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 September \_\_\_\_, 2001 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 \_\_\_\_\_

[Comerica]

**Exhibit A**

Units

**Equipment**

	<b>Quantity</b>	<b>Road Numbers</b> Prefix UP
General Motors Corporation	20	4429
(Electro-Motive Division) Model		4430
SD70MAC Diesel Electric Locomotives		4431
		4432
		4433
		4434
		4435
		4436
		4437
		4438
		4439
		4440
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