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OF COUNSEL  
URBAN A. LESTER

September 24, 2002

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

RECORDATION NO. 23914-E FILED

SEP 24 '02 2:40 PM

SURFACE TRANSPORTATION BOARD

Re: El-Mo II Trust No. 2002-A

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. A2 and A3, dated September 25, 2002, 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 23914.

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

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

27 SD70M locomotives: 25 within the series UP 4815 through UP 5038 and UP 4635 and UP 4637.

Mr. Vernon A. Williams  
September 24, 2002  
Page Two

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

Memorandum of Indenture Supplement Nos. A2 and A3

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

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SEP 24 '02 2:40 PM

EL-MO II TRUST NO. 2002-A

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF INDENTURE SUPPLEMENT NOS. A2 AND A3**

Memorandum of Indenture Supplement Nos. A2 and A3 made and entered into on September 25, 2002 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 March 27, 2002, 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 March 26, 2002 under Recordation Number 23914-B pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into those certain Indenture Supplement Nos. A2 and A3, each dated September 25, 2002, 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 17 day of September 2002.

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

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

Executed on this \_\_\_\_ day of September 2002.

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 2002.

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

By CPaglia  
Name: Charlotte Paglia  
Title: Senior Financial Services Officer

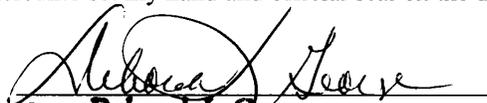
Executed on this 17 day of September 2002.

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

On this, the 17 day of September 2002, before, a Notary Public in and for said County and State, personally appeared **Charlotte Paglia**, who being by me duly sworn, says that (s)he is the **Senior Financial Services Officer** WILMINGTON TRUST Co, that said instrument was signed on September 17, 2002 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.

DEBORAH L. GEORGE  
NOTARY PUBLIC-DELAWARE  
My Commission Expires Nov. 21, 2003

  
Name: Deborah L. George  
Notary Public  
My Commission Expires:  
Residing in Delaware

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

On this, the \_\_\_\_ day of September 2002, before me, 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 September \_\_, 2002 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 NEW CASTLE ) SS:

On this, the \_\_\_\_\_ day of September 2002, 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 September \_\_\_\_, 2002 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.

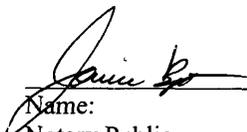
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

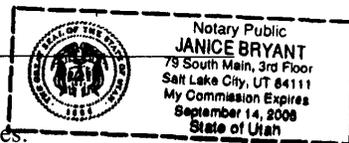
STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) SS:

On this, the 17 day of September 2002, 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 (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September \_\_\_\_, 2002 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 \_\_\_\_\_



**EXHIBIT A**

**Units Subject to Supplement A2**

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

**Quantity:** Twenty-Five (25) Units

**Road Numbers Prefix UP:** 4815, 4816, 4817, 4818, 4819, 4820, 4821, 4822, 4823, 4824, 4825, 4826, 4827, 4828, 4829, 4830, 4831, 4832, 4833, 4834, 4835, 4836, 4950, 5037, 5038

**Units Subject to Supplement A3**

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

**Quantity:** Two (2) Units

**Road Numbers Prefix UP:** 4635, 4637