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March 31, 2010

RECORDATION NO.

24009-K
FILED

MAR 31 '10 -1 05 PM

Surface TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
El-Mo II Trust No. 2002-E

Dear Sir or Madam:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Amended and Restated Lease of Railroad Equipment, dated as of March 30, 2010, between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, as the Lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows

Lessee	Union Pacific Railroad Company 1400 Douglas Street Mail Stop 1920 Omaha, Nebraska 68179
Lessor.	Wilmington Trust Company, as Owner Trustee 1100 North Market Street Wilmington, Delaware 19890-1605 Attention: Corporate Trust Administrator

The enclosed document amends and restates the El-Mo II Trust No. 2002-E Lease of Railroad Equipment dated as of June 26, 2002 (a memorandum of which was recorded with the Surface Transportation Board on June 25, 2002 at 2:43 P.M. under recordation number 24009), between the Lessee (as assignee of El-Mo Leasing II Corporation) and Lessor.

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Lease of Railroad Equipment consists of 87 SD70M Diesel Electric Locomotives

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bearing the reporting marks and road numbers within the series UP 4783 - UP 5126 as more specifically described in Exhibit A attached hereto.

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

Memorandum of Amended and Restated Lease of Railroad Equipment.

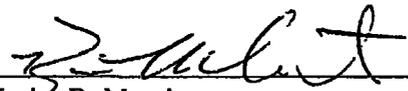
A fee of forty-one dollars (\$41 00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R Merchant

KRM/dk
Enclosures

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	29	UP 4783 UP 4784 UP 4785 UP 4786 UP 4787 UP 4788 UP 4790 UP 4791 UP 4792 UP 4793 UP 4794 UP 4795 UP 4796 UP 4797 UP 4915 UP 4916 UP 4917 UP 4918 UP 4919 UP 4920 UP 4921 UP 4922 UP 4923 UP 4924 UP 4925 UP 4926 UP 4927 UP 4928 UP 4930

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	29	UP 4789 UP 4965 UP 4966 UP 4967 UP 4968 UP 4969 UP 4970 UP 4971 UP 4972 UP 4973 UP 4974 UP 4975 UP 4976 UP 4977 UP 4978 UP 4979 UP 4980 UP 4981 UP 4982 UP 4983 UP 5103 UP 5104 UP 5105 UP 5106 UP 5107 UP 5108 UP 5109 UP 5110 UP 5111

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	29	UP 4837 UP 4838 UP 4839 UP 4840 UP 4841 UP 4842 UP 4843 UP 4844 UP 4845 UP 4846 UP 4847 UP 4848 UP 4849 UP 5036 UP 5112 UP 5113 UP 5114 UP 5115 UP 5116 UP 5117 UP 5118 UP 5119 UP 5120 UP 5121 UP 5122 UP 5123 UP 5124 UP 5125 UP 5126

RECORDATION NO. 24009-1K FILED

MAR 31 '10 -1 05 PM

MEMORANDUM OF AMENDED AND RESTATED LEASE OF RAILROAD EQUIPMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of March 30, 2010, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. Lessee (as assignee of El-Mo Leasing II Corporation) and Lessor are parties to that certain El-Mo II Trust No. 2002-E Lease of Railroad Equipment dated as of June 26, 2002 (as amended, supplemented or modified prior to the date hereof, the "*Existing Lease*") whereby the Lessor is leasing to Lessee and Lessee is leasing from the Lessor certain railroad equipment.

2. The Existing Lease (or a memorandum thereof) was recorded with the Surface Transportation Board on June 25, 2002 at 2:43 P.M. under recordation number 24009 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Amended and Restated Lease of Railroad Equipment, dated as of March 30, 2010 (the "*Lease Agreement*"), whereby Lessor and Lessee have amended and restated the Existing Lease. Under the Lease Agreement, Lessor continues to lease to Lessee and Lessee continues to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, subject to the term defined in the Lease Agreement.

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 and year first above written.

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

By: 
Name
Title: Tira L. Johnson
Vice President
Executed on this 26th day of March, 2010

UNION PACIFIC RAILROAD COMPANY

By _____
Name Gary W Grosz
Title: Assistant Treasurer
Executed on this ____ day of March, 2010

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 and year first above written.

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

By: _____
Name:
Title:

Executed on this ____ day of March, 2010.

UNION PACIFIC RAILROAD COMPANY

By: 
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 30th day of March, 2010.

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

On this, the 26 day of March, 2010, before me, a Notary Public in and for said County and State, personally appeared Tira L Johnson, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, that said instrument was signed on March 26, 2010 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

Lisa A Pittaccio
Name **LISA A. PITTACCIO**
Notary Public **Notary Public - State of Delaware**
My Commission Expires **My Comm. Expires May 10, 2011**
Residing in Delaware

(SEAL)



STATE OF NEBRASKA)
) SS
COUNTY OF DOUGLAS)

On this, the ____ day of March, 2010, before me, a Notary Public in and for said County and State, personally appeared Gary W Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on March ____, 2010, 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 _____

(SEAL)

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

On this, the _____ day of March, 2010, 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 WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, that said instrument was signed on March __, 2010 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.

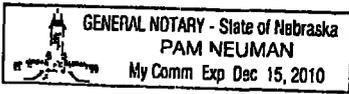
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
)
) SS.
COUNTY OF DOUGLAS)

On this, the 7th day of March, 2010, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on March 30, 2010, 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.



Pam Neuman

Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-2010
Residing in Omaha NE

(SEAL)

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	29	UP 4783 UP 4784 UP 4785 UP 4786 UP 4787 UP 4788 UP 4790 UP 4791 UP 4792 UP 4793 UP 4794 UP 4795 UP 4796 UP 4797 UP 4915 UP 4916 UP 4917 UP 4918 UP 4919 UP 4920 UP 4921 UP 4922 UP 4923 UP 4924 UP 4925 UP 4926 UP 4927 UP 4928 UP 4930

EQUIPMENT	QUANTITY	ROAD NUMBERS
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EQUIPMENT	QUANTITY	ROAD NUMBERS
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/31/10



Robert W. Alvord