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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 1, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement, dated as of September 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22960.

The name and address of the party to the enclosed document are:

Assignor:	Fifth Third Equipment Finance Company (f/k/a The Fifth Third Leasing Company) 38 Fountain Square Plaza Cincinnati, Ohio 45263
Assignee:	BMO Harris Equipment Finance Company 250 E. Wisconsin Avenue Milwaukee, Wisconsin 53202

Section Chief
October 1, 2014
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A description of the railroad equipment covered by the enclosed document is:

25 locomotives: UP 4815 – UP 4836, inclusive, UP 4950, UP 5037, and UP 5038.

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

Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EMU/sem
Enclosures

**MEMORANDUM OF BILL OF SALE AND
ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT
(STB)**

This MEMORANDUM OF BILL OF SALE AND ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ("Memorandum") is made and entered into as of September 30, 2014 by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY (f/k/a The Fifth Third Leasing Company) ("Assignor") and BMO HARRIS EQUIPMENT FINANCE COMPANY ("Assignee").

1. Assignor (successor in interest to Wilmington Trust Company, not in its individual capacity, but solely as owner trustee ("Owner Trustee"), as successor in interest to El-Mo Leasing II Corporation) has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Lease Supplement No. 46 dated September 25, 2002 ("Lease Supplement No. 46"), under that certain Master Lease dated May 1, 2000, originally by and between El-Mo Leasing II Corporation and Union Pacific Railroad Company (the "Lease"), pursuant to which Assignor leased 25 SD70M locomotives marked and numbered UP4815-UP4836, inclusive, UP4950, UP5037 and UP5038 (the "Equipment") to Union Pacific Railroad Company.

2. Evidence of the Lease was recorded with the Surface Transportation Board on June 20, 2000 pursuant to 49 U.S.C. § 11301(b) and assigned recordation number 22960.

3. Owner Trustee assumed the obligations of El-Mo Leasing II Corporation under the Lease and Lease Supplement No. 46 simultaneously with the termination of the Lease of Railroad Equipment dated as of March 27, 2002 (the "Terminated Head Lease") and related Lease Supplements covering the Equipment, pursuant to the Termination and Release (El-Mo II Trust No. 2002-A) dated as of May 28, 2009 and recorded with the Surface Transportation Board on June 22, 2009 pursuant to 49 U.S.C. § 11301 and assigned recordation number 23914-F.

4. Owner Trustee assigned its interests in Lease Supplement No. 46 to Assignor evidenced by a Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement dated September 13, 2010, between Owner Trustee and Assignor and recorded with the Surface Transportation Board on September 14, 2010 pursuant to 49 U.S.C. § 11301(b) and assigned Recordation No. 22960-LLL.

5. This Memorandum shall be effective as of the date first set forth hereinabove.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

ASSIGNOR:

FIFTH THIRD EQUIPMENT FINANCE
COMPANY

By: *Randall C. Strong*

Name:

Title: **RANDALL C. STRONG**

Vice President

ASSIGNEE:

BMO HARRIS EQUIPMENT FINANCE
COMPANY

By: _____

Name:

Title:

Signature Page to (STB) Memorandum

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

ASSIGNOR:

FIFTH THIRD EQUIPMENT FINANCE
COMPANY

By: _____
Name:
Title:

ASSIGNEE:

BMO HARRIS EQUIPMENT FINANCE
COMPANY

By: _____
Name: 
Title: **Julie Griffin**
Vice President

Signature Page to (STB) Memorandum

STATE OF WISCONSIN)

) ss.

COUNTY OF MILWAUKEE)

On this 30 day of September, 2014, before me personally appeared Mike Griffin, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of BMO HARRIS EQUIPMENT FINANCE COMPANY, a Wisconsin corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Directors for the purposes mentioned in the instrument.

Kristen A Weber
NOTARY PUBLIC
My commission expires: 10-12-14

STATE OF OHIO)

) ss.

COUNTY OF HAMILTON)

On this _____ day of _____, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.

NOTARY PUBLIC
My commission expires: _____

STATE OF WISCONSIN)

) ss.

COUNTY OF MILWAUKEE)

On this _____ day of _____, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of BMO HARRIS EQUIPMENT FINANCE COMPANY, a Wisconsin corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Directors for the purposes mentioned in the instrument.

NOTARY PUBLIC

My commission expires: _____

STATE OF OHIO)

) ss.

COUNTY OF HAMILTON)

On this 30th day of September, 2014, before me personally appeared Randall Strong, to me personally known, who being by me duly sworn, says that s/he is the vice president of FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.



Natasha Givens
Notary Public, State of Ohio
My Commission Expires 05-18-2016

Natasha Givens

NOTARY PUBLIC

My commission expires: 5-18-2016

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 10/1/2014

Edward M Luria
Edward M. Luria