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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 25, 2000

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

Re: El-Mo Trust No. 2000-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 Lease Supplement Nos. A4, A5 and A6, a secondary document as defined in the Board's Rules for the Recordation of Documents. *Dated September 27, 2000.*

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 22979.

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

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: El-Mo Leasing II Corporation
9301 West 55th Street
La Grange, Ill 60525

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Mr. Vernon A. Williams
September 25, 2000
Page Two

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

51 SD7OM locomotives within the series UP 4007 - UP 4119.

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

Lease Supplement Nos. A4, A5 and A6 between Wilmington Trust
Company, Lessor, and El-Mo Leasing II Corporation, Lessee,
covering 51 SD7OM locomotives within the series UP 4007 - UP 4119.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE SUPPLEMENT NOS. A4, A5 and A6 SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement Nos. A4, A5 and A6 made and entered into on September 27, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Lessor"), and El-Mo Leasing II Corporation, an Illinois corporation ("Lessee").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "Lease Agreement"), dated June 28, 2000, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 27, 2000 under Recordation number 22979.

3. The undersigned have entered into those certain Lease Supplement Nos. A4, A5 and A6 each dated September 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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.

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

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

Executed on this ____ day of September 2000.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of September 2000.

STATE OF DELAWARE)
)
COUNTY OF New Castle) SS:

On this, the 22nd day of September, 2000, 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 of Wilmington Trust Company, that said instrument was signed on September 22nd, 2000 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 **February 2, 2001**
Residing in Wilmington DE

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the ___ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September ___, 2000 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 _____

EL-MO II TRUST NO. 2000-A

MEMORANDUM OF LEASE SUPPLEMENT NOS. A4, A5 and A6

Memorandum of Lease Supplement Nos. A4, A5 and A6 made and entered into on September 27, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated June 28, 2000, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 27, 2000 under Recordation number 22979.

3. The undersigned have entered into those certain Lease Supplement Nos. A4, A5 and A6 each dated September 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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.

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

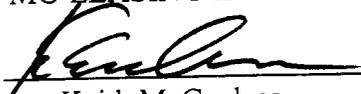
By _____

Name:

Title:

Executed on this ____ day of September
2000.

EL-MO LEASING II CORPORATION

By  _____

Name: Keith McCanless

Title: Assistant Treasurer

Executed on this ____ day of September
2000.

STATE OF DELAWARE)
) SS:
COUNTY OF _____)

On this, the ___ day of September, 2000, 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 Wilmington Trust Company, that said instrument was signed on September ____, 2000 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 ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the ___ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September ____, 2000 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.

Marie O. Aguilar

Name:
Notary Public
My Commission Expires: *April 15, 2001*
Residing in *Chicago, IL*

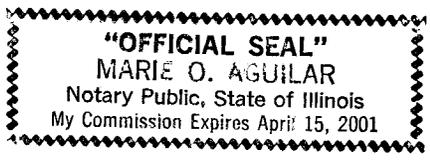


Exhibit A**Units subject to Lease Supplement A4**

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	4	4007 4011 4012 4014

Units subject to Lease Supplement A5

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	5	4015 4016 4017 4018 4019

Units subject to Lease Supplement A6

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	42	4021 4022 4023 4024 4025 4026 4027 4038 4040 4041 4042 4043 4044 4045 4046 4047 4048

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