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RECORDATION NO. 23104-E FILED

OCT 27 '00 11:42 AM  
TS  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

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

October 27, 2000

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Partial Assignment of Master Lease (EL-MO III TRUST B), dated October 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease which was duly filed with the Board under Recordation Number 23104 and replaces the Memorandum previously filed under Recordation Number 23104-D with respect only to the four locomotives identified below.

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

Assignor: El-Mo Leasing III Corporation  
9301 West 55<sup>th</sup> Street  
La Grange, Illinois 60525

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

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

Four (4) SD90MAC Diesel Electric Locomotives: UP 8528, UP 8529, UP 8532 and UP 8533

Mr. Vernon A. Williams  
October 27, 2000  
Page Two

A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Partial Assignment of Master Lease (EL-MO III TRUST B), dated October 30, 2000, between El-Mo Leasing III Corporation, Assignor, and Wilmington Trust Company, Assignee, covering four (4) SD90MAC Diesel Electric Locomotives: UP 8528, UP 8529, UP 8532 and UP 8533.

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 documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER LEASE

(EL-MO III TRUST B)

Memorandum of Partial Assignment of Master Lease made and entered into on October 30, 2000 by and between El-Mo Leasing III Corporation, an Illinois corporation ("Assignor") and Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("Assignee").

WITNESSETH

The Assignor is Lessor under a Master Lease dated September 11, 2000 with Union Pacific Railroad Company as Lessee. Such Master Lease was recorded with the Surface Transportation Board on September 25, 2000 under Recordation Number 23104 with respect to SD90MAC locomotives bearing road numbers UP8500 and UP8522 through UP8561 inclusive.

The undersigned have entered into that certain Collateral Assignment of Lease Supplements dated October 30, 2000, whereby the Assignor has assigned to Assignee as security the rights of Assignor under Lease Supplement No. 4 to the Master Lease with respect to those locomotives bearing road numbers as listed on Exhibit A attached hereto (the "Identified Units"), pursuant to which the Identified Units were made subject to the Master Lease.

This Memorandum supersedes and replaces the Memorandum of Partial Assignment of Master Lease dated October 20, 2000 and filed under Recordation Number 23104-D on October 19, 2000 at 11:20 a.m. only with respect to the Identified Units.

RECORDATION NO. 23104-E FILED

OCT 27 '00 11-42 AM

SURFACE TRANSPORTATION BOARD

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.

EL-MO LEASING III CORPORATION

By 

Name: Keith McCanless

Title: Assistant Treasurer

Executed this 25 day of October, 2000.

WILMINGTON TRUST COMPANY,  
As Owner Trustee

By \_\_\_\_\_

Name:

Title:

Executed this \_\_ day of October, 2000.

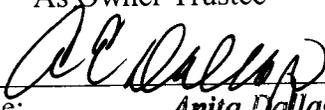
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

EL-MO LEASING III CORPORATION

By \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed this \_\_\_\_ day of October, 2000.

WILMINGTON TRUST COMPANY,  
As Owner Trustee

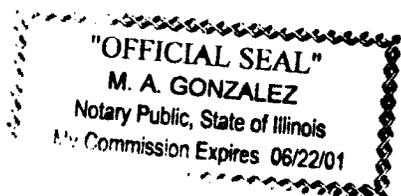
By  \_\_\_\_\_  
Name: Anita Dallago  
Title: Financial Services Officer

Executed this 25<sup>th</sup> day of October, 2000.

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this, the 25 day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Keith McCullough, who being by me duly sworn, says that he is the Asst. Treasurer of EL-MD Leasing III Corp., that said instrument was signed on October 25, 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.



M. A. Gonzalez  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 06/22/01  
Residing in Will County

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

On this, the \_\_\_\_\_ day of October, 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 \_\_\_\_\_, that said instrument was signed on October \_\_\_\_, 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 Delaware )  
 )  
COUNTY OF New Castle )

SS:

On this, the 21<sup>st</sup> day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Anita E. Dallago, who being by me duly sworn, says that (s)he Financial Services Officer Wilmington Trust Company, that said instrument was signed on October \_\_, 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: KATHLEEN A. PEDELINI  
Notary Public **NOTARY PUBLIC DELAWARE**  
My Commission Expires Oct 31, 2002  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

SS:

On this, the \_\_\_\_\_ day of October, 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 \_\_\_\_\_, that said instrument was signed on October \_\_, 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 \_\_\_\_\_

**Exhibit A**

**Units**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers</b> Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	4	8528 8529 8532 8533