

RECORDATION NO. 22979-F FILED

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NOV 21 '00 12-14 PM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 21, 2000

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

Re: EI-Mo II Trust 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. A7, A8 and A9, dated as of November 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was duly filed with the Board under Recordation Number 22979.

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

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

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

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

26 SD70M Diesel Electric Locomotives: within the series UP 4020 - 4156

Mr. Vernon A. Williams
November 21, 2000
Page Two

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

Memorandum of Lease Supplement Nos. A7, A8 and A9, dated November 22, 2000, Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering 26 SD70M Diesel Electric Locomotives within the series UP 4020 - 4156.

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

NOV 21 '00

12:14 PM

EL-MO II TRUST NO. 2000-A

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT NOS. A7, A8 and A9

Memorandum of Lease Supplement Nos. A7, A8 and A9 effective November 22, 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. A7, A8 and A9 each dated November 22, 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: **JAMES P. LAWLER**

Title: Vice President

Executed on this ____ day of November
2000.

EL-MO LEASING II CORPORATION

By _____

Name: Keith McCanless

Title: Assistant Treasurer

Executed on this ____ day of November
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.

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

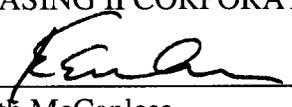
By _____

Name:

Title:

Executed on this ____ day of November
2000.

EL-MO LEASING II CORPORATION

By  _____

Name: Keith McCanless

Title: Assistant Treasurer

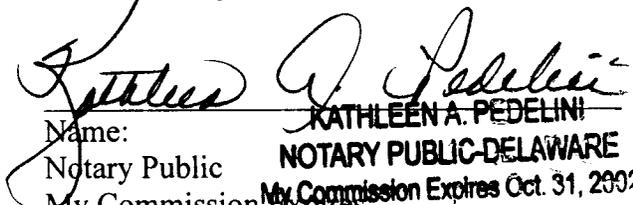
Executed on this ____ day of November
2000.

STATE OF Delaware)
)
COUNTY OF New Castle)

SS:

On this, the 18th day of November, 2000, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that he is the VICE PRESIDENT of WILMINGTON TRUST COMPANY that said instrument was signed on November , 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 November, 2000, 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 November __, 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)
)
COUNTY OF COOK) SS:

On this, the 18 day of November, 2000, before a Notary Public for DuPage County and said State, personally appeared Keith McCanness, 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 November _____, 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.



Kathryn J. Zicarelli
Name: Kathryn J. Zicarelli
Notary Public
My Commission Expires: 7/30/01
Residing in DuPage County

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of November, 2000, 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 November ____, 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 subject to Lease Supplement A7**

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	3	4020 4061 4066

Units subject to Lease Supplement A8

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	4	4067 4069 4092 4101

Units subject to Lease Supplement A9

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	19	4102 4104 4105 4106 4107 4108 4109 4110 4112 4135 4140 4142 4143 4144 4146 4147 4152 4153 4156