

RECORDATION NO. 22960-G FILED

NOV 21 '00 12:18 PM
TS
SURFACE TRANSPORTATION BOARD

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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 No. 2000-E

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 Partial Assignment of Master Lease, 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 Master Lease which was previously filed under Recordation Number 22960.

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

Assignor: EI-Mo Leasing II Corporation
9301 West 55th 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 document is:

30 SD7OM locomotives within the series UP 4223 - UP 4263

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

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

Partial Assignment of Master Lease between El-Mo Leasing II Corporation, Assignor, and Wilmington Trust Company, Assignee, covering 30 SD7OM locomotives within the series UP 4223 - UP 4263.

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER LEASE

(EL-MO II TRUST NO. 2000-E)

Memorandum of Partial Assignment of Master Lease made and entered into on November 22, 2000 by and between El-Mo Leasing II 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 May 1, 2000 with Union Pacific Railroad Company as Lessee. Such Master Lease was recorded with the Surface Transportation Board on June 20, 2000 under Recordation Number 22960 with respect to SD70M locomotives bearing road numbers 4000 through 4275 inclusive.

The undersigned have entered into that certain Collateral Assignment of Lease Supplements dated November 22, 2000, whereby the Assignor has assigned to Assignee as security the rights of Assignor under Lease Supplements No. 16, 17 and 18 to the Master Lease, pursuant to which the SD70M locomotives listed on Schedule A hereto were made subject to the Master Lease.

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 II CORPORATION

By _____ ←
Name: Keith McCanless
Title: Assistant Treasurer

Executed this ___ day of November, 2000.

~~WILMINGTON TRUST COMPANY,~~
~~As Owner Trustee~~

By _____ 
Name:
Title:

Executed 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.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed this ___ day of November, 2000.

WILMINGTON TRUST COMPANY,
As Owner Trustee

By _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

Executed this ___ day of November, 2000.

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 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 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.

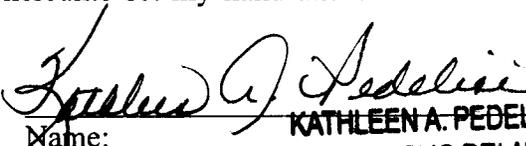
Name:
Notary Public
My Commission Expires:
Residing in _____

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 _____

Exhibit A

Units

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	30	4223 4225 4226 4227 4228 4229 4230 4232 4233 4234 4235 4236 4237 4238 4239 4240 4242 4243 4244 4248 4250 4251 4256 4257 4258 4259 4260 4261 4262 4263