

RECORDATION NO. 22960-H FILED

DEC 20 '00 9-50 AM
TS

SURFACE TRANSPORTATION BOARD

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

December 20, 2000

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

Re: El-Mo II Trust No. 2000-F

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 December 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: El-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:

48 SD70M locomotives within the series UP 4049 - UP 4164

DC

Mr. Vernon A. Williams
December 20, 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 48 SD70M locomotives within the series UP 4049 - UP 4164.

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-F)

Memorandum of Partial Assignment of Master Lease made and entered into on December 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 4274 inclusive.

The undersigned have entered into that certain Collateral Assignment of Lease Supplements dated December 22, 2000, whereby the Assignor has assigned to Assignee as security the rights of Assignor under Lease Supplements No. 19, 20 and 21 to the Master Lease, pursuant to which the SD70M locomotives listed on Exhibit 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 McCannless
Title: Assistant Treasurer

Executed this 14 day of December, 2000.

WILMINGTON TRUST COMPANY,
As Owner Trustee

By _____
Name:
Title:

Executed this __ day of December, 2000.

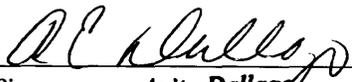
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed this ___ day of December, 2000.

WILMINGTON TRUST COMPANY,
As Owner Trustee

By 
Name: *Anita Dallago*
Title: *Financial Services Officer*

Executed this ___ day of December, 2000.

STATE OF Illinois)
)
COUNTY OF Cook)

SS:

On this, the 14th day of December, 2000, before me, a Notary Public in ^{DuPage} said County and State, personally appeared Keith A. McCannless, who being by me duly sworn, says that (s)he is the ~~Assistant Treasurer~~ of ELMO Leasing II Corporation, that said instrument was signed on December 14, 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.



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

STATE OF _____)
)
COUNTY OF _____)

SS:

On this, the ____ day of December, 2000, before me, a Notary Public in 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 December ____, 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 _____

[Wells Fargo]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M
Diesel Electric Locomotives

Quantity: 48 Units

Road Numbers (Prefix UP): 4049, 4063, 4068, 4070, 4071, 4072, 4073, 4074,
4075, 4076, 4077, 4078, 4079, 4080, 4081, 4082,
4083, 4084, 4085, 4086, 4087, 4088, 4100, 4103,
4111, 4113, 4114, 4115, 4116, 4117, 4118, 4137,
4141, 4145, 4148, 4149, 4150, 4151, 4154, 4155,
4157, 4158, 4159, 4160, 4161, 4162, 4163, 4164