

RECORDATION NO. 22960-I FILED

DEC 20 '00 10:01 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

December 20, 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 two (2) copies of a Supplement No. 1 to Memorandum of Master Lease, dated as of December 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Master Lease which was previously filed with the Commission under Recordation Number 22960.

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

- Lessor: El-Mo Leasing II Corporation
9301 West 55th Street
La Grange, Illinois 60525
- Lessee: Union Pacific Corporation
1416 Dodge Street
Omaha, NE 68179

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

10 SD70M locomotives UP 4275 - UP 4284

DL

Mr. Vernon A. Williams
December 20, 2000
Page Two

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

Supplement No. 1 to Memorandum of Master Lease between
El-Mo Leasing II Corporation, Lessor, and Union Pacific Railroad
Company, Lessee, covering 10 SD70M locomotives UP 4275 -
UP 4284.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

SUPPLEMENT NO. 1 TO MEMORANDUM OF MASTER LEASE

Reference is hereby made to that certain Memorandum of Master Lease dated as of May 1, 2000 and recorded with the Surface Transportation Board on June 20, 2000 under Recordation Number 22960 ("Memorandum of Master Lease").

This Supplement No. 1 to the Memorandum of Master Lease is made and entered into as of December 15, 2000 by and between El-Mo Leasing II Corporation, a Delaware corporation and Union Pacific Railroad Company, a Delaware corporation, with reference to the following:

1. The Memorandum of Master Lease is hereby supplemented to include the additional 10 locomotives bearing road numbers (prefix UP) 4275 through 4284 inclusive.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Supplement No. 1 to Memorandum of Master Lease to be executed as of the date first above written.

El-Mo Leasing II Corporation

By: 
Name: K. MCCALESS
Title: ASST. TREASURER

Union Pacific Railroad Company

By: _____
Name:
Title:

RECORDATION NO. 22960-I FILED

DEC 20 '00 10-01 AM

SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. 1 TO MEMORANDUM OF MASTER LEASE

Reference is hereby made to that certain Memorandum of Master Lease dated as of May 1, 2000 and recorded with the Surface Transportation Board on June 20, 2000 under Recordation Number 22960 ("Memorandum of Master Lease").

This Supplement No. 1 to the Memorandum of Master Lease is made and entered into as of December 15, 2000 by and between El-Mo Leasing II Corporation, a Delaware corporation and Union Pacific Railroad Company, a Delaware corporation, with reference to the following:

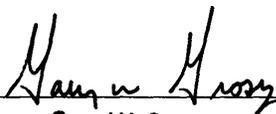
1. The Memorandum of Master Lease is hereby supplemented to include the additional 10 locomotives bearing road numbers (prefix UP) 4275 through 4284 inclusive.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Supplement No. 1 to Memorandum of Master Lease to be executed as of the date first above written.

El-Mo Leasing II Corporation

By: _____
Name:
Title:

Union Pacific Railroad Company

By: 
Name: **Gary W. Grosz**
Title: **Assistant Treasurer**

STATE OF Illinois)
)
COUNTY OF Cook) SS:

On this, the 14th day of December, 2000, before me, a Notary Public in ^{DePage} said County and State, personally appeared Keith A. McCaless, who being by me duly sworn, says that (s)he is the Asst. Treasurer of EL-MoLeasing 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. Zicarelli
Name: Kathryn J. Zicarelli
Notary Public
My Commission Expires: 7/30/01
Residing in DePage 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 _____

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.

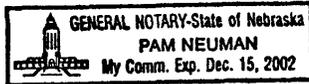
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Nebraska)
)
COUNTY OF Douglas) SS:

On this, the 15th day of December, 2000, before me, a Notary Public in said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that (s)he is the Assistant Treasurer of Union Pacific Railroad Co., that said instrument was signed on December 15, 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.



Pam Neuman
Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-02
Residing in State of Nebraska