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

OF COUNSEL
URBAN A. LESTER

RECEIVED
JUN 26 2001
MAIL MANAGEMENT
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RECORDATION NO. 23521-A FILED

JUN 26 '01 12-54 PM

SURFACE TRANSPORTATION BOARD

June 26, 2001

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

Re: El-Mo II Trust No. 2001-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 Lease Supplement No. E1, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was is being filed with the Board concurrently herewith under Recordation Number _____.

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

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

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

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

20 SD7OM locomotives within the series UP 4593 - UP 4661 attached hereto.

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

Memorandum of Lease Supplement No. E1, between Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee.

Also enclosed is a check in the amount of $28.00 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

[SunTrust]

Exhibit A

Equipment:	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
Quantity:	20 Units
Road Numbers Prefix UP:	4593, 4594, 4595, 4596, 4597, 4598, 4599, 4600, 4601, 4602, 4603, 4604, 4638, 4639, 4646, 4648, 4653, 4654, 4660, 4661

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SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2001-E

MEMORANDUM OF LEASE SUPPLEMENT NO. E1

Memorandum of Lease Supplement No. E1 made and entered into on June 27, 2001 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 27, 2001, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. E1 dated June 27, 2001, 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: PATRICIA A. EVANS
Title: Senior Financial Services Officer

Executed on this ____ day of June 2001.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of June 2001.

STATE OF Delaware)
) SS:
COUNTY OF New Castle)

On this, the 20th day of June, 2001, before, a Notary Public in and for said County and State, personally appeared PATRICIA A. EVANS, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer Wilmington Trust that said instrument was signed on June 20th, 2001 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.

Janel R. Havrilla
Name: JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires My Commission Expires Feb. 2, 2005
Residing in Wilmington, DE

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the _____ day of June, 2001, before me, a Notary Public in and for said County and 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 June ___, 2001 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:
Notary Public
My Commission Expires:
Residing in _____

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 June 2001.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of June 2001.

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of June, 2001, 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 June _____, 2001 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)
) SS:
COUNTY OF COOK)

On this, the 20th day of June, 2001, before me, a Notary Public in and for ~~said~~ County and 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 June 20, 2001 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.

OFFICIAL SEAL
KATHRYN J ZICCARELLI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/30/01

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

[SunTrust]

Exhibit A

Equipment:	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
Quantity:	20 Units
Road Numbers Prefix UP:	4593, 4594, 4595, 4596, 4597, 4598, 4599, 4600, 4601, 4602, 4603, 4604, 4638, 4639, 4646, 4648, 4653, 4654, 4660, 4661