

RECORDATION NO. 23521-F FILED

DEC 20 '01 11-42 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 21, 2001

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

Re: EI-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. E3, dated December 21, 2001, 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 filed with the Board under Recordation Number 23521.

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 55<sup>th</sup> Street  
La Grange, Illinois 60525

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

13 SD7OMAC locomotives UP 4469 - UP 4481.

Mr. Vernon A. Williams  
December 20, 2001  
Page Two

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

Memorandum of Lease Supplement No. E3, 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

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SURFACE TRANSPORTATION BOARD

**EL-MO II TRUST NO. 2001-E**

**MEMORANDUM OF LEASE SUPPLEMENT NO. E3**

Memorandum of Lease Supplement No. E3 made and entered into on December 21, 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**

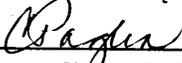
1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated June 27, 2001, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23521 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. E3 dated December 21, 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: Charlotte Paglia  
Title: Senior Financial Services Officer

Executed on this 31 day of December  
2001.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of December  
2001.

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 December  
2001.

EL-MO LEASING II CORPORATION

By   
Name: Keith McCannless  
Title: Assistant Treasurer

Executed on this 13 day of December  
2001.

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

SS:

On this, the 13<sup>th</sup> day of December, 2001, before, a Notary Public in and for said County and State, personally appeared Charlotte Paglia, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 13, 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: KAREN STANETTE NEWSON  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires My Commission Expires June 28, 2005  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

SS:

On this, the \_\_\_\_\_ day of December, 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 December \_\_\_\_, 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 \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_\_ day of December, 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 December \_\_\_\_, 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.

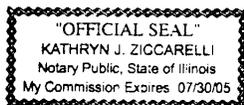
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

~~said~~ On this, the 13<sup>th</sup> day of December, 2001, before me, a Notary Public in and for ~~said~~ DuPage County and 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 December 13, 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.



Kathryn J. Ziccarelli  
Name: Kathryn J. Ziccarelli  
Notary Public  
My Commission Expires: 7/30/05  
Residing in DuPage County

[SunTrust]

**Exhibit A**

**Units**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	13	4469 4470 4471 4472 4473 4474 4475 4476 4477 4478 4479 4480 4481