

SEP 26 '00

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 26, 2000

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

Re: EL-MO II Trust No. 2000-C

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 Agreement (EL-MO II TRUST 2000-C), dated as of September 27, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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 55 th Street La Grange, Illinois 60525

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

Thirty-one (31) SD70M Diesel Electric Locomotives: UP 4129 – UP 4134 inclusive, UP 4136, UP 4138, UP 4139, and UP 4178 – UP 4199 inclusive.

Mr. Vernon A. Williams
September 26, 2000
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A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Lease Agreement (EL-MO II TRUST 2000-C), dated as of September 27, 2000, between Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering thirty-one (31) SD70M Diesel Electric Locomotives: UP 4129 – UP 4134 inclusive, UP 4136, UP 4138, UP 4139, and UP 4178 – UP 4199 inclusive.

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/bjg
Enclosures

SEP 26 '00

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EL-MO II TRUST NO. 2000-C

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on September 27, 2000 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

The undersigned have entered into that certain Lease of Railroad Equipment (the "Lease Agreement"), dated September 27, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

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 September
2000.

EL-MO LEASING II CORPORATION

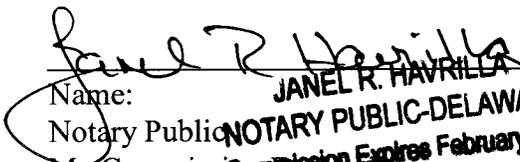
By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of September
2000.

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

On this, the 22nd day of September, 2000, 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 of Wilmington Trust Company, that said instrument was signed on September 22nd, 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: JANEL R. HAVRILLA
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires February 2, 2001
Residing in Wilmington DE

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the ___ day of September, 2000, before, 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 September ____, 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:
Notary Public
My Commission Expires:
Residing in _____

EL-MO II TRUST NO. 2000-C

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on September 27, 2000 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

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated September 27, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

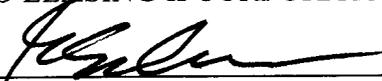
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of September
2000.

EL-MO LEASING II CORPORATION

By  _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of September
2000.

STATE OF DELAWARE)
)
) SS:
COUNTY OF _____)

On this, the ___ day of September, 2000, 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 Wilmington Trust Company, that said instrument was signed on September ____, 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.

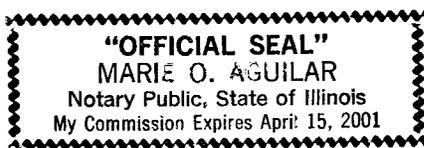
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
) SS:
COUNTY OF COOK)

On this, the ___ day of September, 2000, before, 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 September ____, 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.



Marie O. Aguilar

Name:
Notary Public
My Commission Expires: *April 15, 2001*
Residing in *Chicago, IL*

Exhibit A

Units

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	31	4129 4130 4131 4132 4133 4134 4136 4138 4139 4178 4179 4180 4181 4182 4183 4184 4185 4186 4187 4188 4189 4190 4191 4192 4193 4194 4195 4196 4197 4198 4199