

RECORDATION NO. 23233 FILED

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NOV 21 '00 12-19 PM  
75  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

November 21, 2000

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

Re: El-Mo II Trust No. 2000-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 Agreement, dated as of November 22, 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 <sup>th</sup> Street La Grange, Illinois 60525

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

30 SD70M locomotives within the series UP 4223 - UP 4263

Mr. Vernon A. Williams  
November 21, 2000  
Page Two

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

Memorandum of Lease Agreement, dated as of November 22, 2000,  
Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation,  
Lessee, covering 30 SD7OM locomotives within the series UP 4223 -  
UP 4263.

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

**EL-MO II TRUST NO. 2000-E**

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement made and entered into on November 22, 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 November 22, 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: JAMES P. LAWLER

Title: Vice President

Executed on this \_\_\_\_ day of November  
2000.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_

Name: Keith McCanless

Title: Assistant Treasurer

Executed on this \_\_\_\_ day of November  
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.

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

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of November  
2000.

EL-MO LEASING II CORPORATION

By   
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of November  
2000.

STATE OF Delaware )  
 )  
COUNTY OF New Castle )

SS:

On this, the 18<sup>th</sup> day of November, 2000, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that he is the VICE PRESIDENT of WILMINGTON TRUST COMPANY that said instrument was signed on November       , 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: KATHLEEN A. PEDELINI  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires Oct. 31, 2002  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

SS:

On this, the \_\_\_\_\_ day of November, 2000, before me, 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 November \_\_, 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        )  
  )  
COUNTY OF COOK        )        SS:

On this, the 18 day of November, 2000, before a Notary Public for DuPage County and said 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 November \_\_\_\_\_, 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.



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

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

On this, the \_\_\_\_\_ day of November, 2000, before me, 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 November \_\_\_\_, 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 \_\_\_\_\_

**Exhibit A****Units**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers</b> Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	30	4223 4225 4226 4227 4228 4229 4230 4232 4233 4234 4235 4236 4237 4238 4239 4240 4242 4243 4244 4248 4250 4251 4256 4257 4258 4259 4260 4261 4262 4263