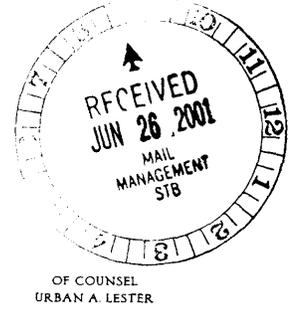


ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
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June 26, 2001

RECORDATION NO. 23519 FILED

JUN 26 '01 1:02 PM

SURFACE TRANSPORTATION BOARD

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

Re: El-Mo II Trust No. 2001-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, dated June 27, 2001, 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 55th Street
La Grange, Illinois 60525

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

28 SD70M locomotives within the series UP 4375- UP 4679 attached hereto.

Mr. Vernon A. Williams
June 26, 2001
Page Two

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

Memorandum of Lease Agreement, 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

[Comerica]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives

Quantity: 28 Units

Road Numbers Prefix UP: 4375, 4376, 4377, 4378, 4379, 4380, 4381, 4382, 4383, 4605, 4606, 4607, 4608, 4609, 4610, 4611, 4612, 4613, 4666, 4667, 4668, 4669, 4670, 4671, 4672, 4674, 4678, 4679

RECORDATION NO. 23519 FILED

JUN 26 '01 1:02 PM

SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2001-C

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement 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

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated June 27, 2001, 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 June 2001.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of June 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 June 2001.

EL-MO LEASING II CORPORATION

By  _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of June 2001.

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

On this, the 26th 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 Tenn. 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 Feb. 2, 2005
Residing in Wilmington

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

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 _____

STATE OF _____)
)
COUNTY OF _____) SS:

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)
)
COUNTY OF COOK) SS:

On this, the 28th day of June, 2001, before me, a Notary Public in and for ~~said~~ ^{the} 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.



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

[Comerica]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives

Quantity: 28 Units

Road Numbers Prefix UP: 4375, 4376, 4377, 4378, 4379, 4380, 4381, 4382, 4383, 4605, 4606, 4607, 4608, 4609, 4610, 4611, 4612, 4613, 4666, 4667, 4668, 4669, 4670, 4671, 4672, 4674, 4678, 4679