

RECORDATION NO. 22960-6757 FILED  
JUN 25 '02 2:14 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 25, 2002

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

Re: EI-Mo II Trust No. 2002-D

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 Partial Assignment of Master Lease, dated June 26, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease which was previously filed under Recordation Number 22960.

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

Assignor:	EI-Mo Leasing II Corporation 9301 West 55 <sup>th</sup> Street La Grange, Illinois 60525
Assignee:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890

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

71 SD70M locomotives within the series UP 4756 – UP 4964

Mr. Vernon A. Williams  
June 25, 2002  
Page Two

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

Memorandum of Partial Assignment of Master Lease

Also enclosed is a check in the amount of \$30.00 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/anr  
Enclosures

RECORDATION NO. 22960-679 FILED

JUN 25 '02

2:14 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER LEASE

(EL-MO II TRUST NO. 2002-D)

Memorandum of Partial Assignment of Master Lease effective June 26, 2002 by and between El-Mo Leasing II Corporation, a Delaware corporation ("Assignor") and Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("Assignee").

WITNESSETH

The Assignor is Lessor under a Master Lease dated May 1, 2000 with Union Pacific Railroad Company as Lessee. A memorandum of such Master Lease was recorded with the Surface Transportation Board (the "STB") on June 20, 2000 under Recordation Number 22960 with respect to SD70M locomotives bearing road numbers 4000 through 4274 inclusive. Supplement No. 1 to such memorandum was recorded with the STB on December 20, 2000 under Recordation Number 22960-I with respect to SD70M locomotives bearing road numbers 4275 through 4284 inclusive. Supplement No. 2 to such memorandum was recorded with the STB on March 27, 2001 under Recordation Number 22960-K with respect to SD70M locomotives bearing road numbers 4285 through 4709 inclusive. Supplement No. 3 to such memorandum was recorded with the STB on December 10, 2001 under Recordation Number 22960-X with respect to SD70M locomotives bearing road numbers 4710 through 4999 inclusive.

The undersigned have entered into that certain Collateral Assignment of Lease Supplements dated as of June 26, 2002, whereby the Assignor has assigned to Assignee as security the rights of Assignor under Lease Supplement No. 44 to the Master Lease, pursuant to which the SD70M locomotives listed on Exhibit A hereto were made subject to the Master Lease.

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.

EL-MO LEASING II CORPORATION

By   
Name: Keith McCaless  
Title: Assistant Treasurer

Executed this 18<sup>th</sup> day of June 2002.

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

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

Executed this \_\_\_\_ day of June 2002.

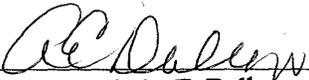
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

EL-MO LEASING II CORPORATION

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

Executed this \_\_\_\_ day of June 2002.

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

By  \_\_\_\_\_  
Name: Anita E. Dallago  
Title: Senior Financial Services Officer

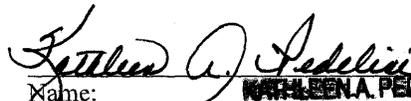
Executed this 18 day of June 2002.

STATE OF Delaware )  
 )  
COUNTY OF New Castle )

SS:

On this, the 18<sup>th</sup> day of June 2002, before, a Notary Public in and for said County and State, personally appeared Anita E. Dallago, 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 June 18<sup>th</sup>, 2002 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: KATHLEEN A. PEDELINI  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Oct. 31, 2006  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

SS:

On this, the \_\_\_\_ day of June 2002, before me, a Notary Public in and for said County and State, personally appeared Keith McCannless, 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 \_\_, 2002 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 2002, 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 June \_\_\_\_\_, 2002 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<sup>th</sup> day of June 2002, before me, a Notary Public in and for said 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 June 18<sup>th</sup>, 2002 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.



Latosha P. Fleming  
Name: Latosha P. Fleming  
Notary Public  
My Commission Expires: Jan. 29, 2003  
Residing in Illinois

[GECC]

**EXHIBIT A**

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

**Quantity:** Seventy-One (71) Units

**Road Numbers Prefix UP:** 4756, 4758, 4759, 4760, 4761, 4762, 4763, 4764, 4765, 4766, 4767, 4768, 4769, 4770, 4771, 4772, 4773, 4774, 4775, 4776, 4777, 4778, 4779, 4780, 4781, 4782, 4903, 4904, 4905, 4906, 4907, 4908, 4909, 4910, 4911, 4912, 4913, 4914, 4931, 4932, 4933, 4934, 4935, 4936, 4937, 4938, 4939, 4940, 4941, 4942, 4943, 4944, 4945, 4946, 4947, 4948, 4949, 4951, 4952, 4953, 4954, 4955, 4956, 4957, 4958, 4959, 4960, 4961, 4962, 4963, 4964