

RECORDATION NO. 22960-II FILED

AUG 30 '02 1:24 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

August 30, 2002

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Supplement No. 4 to Memorandum of Master Lease, dated as of May 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessor: El-Mo Leasing II Corporation  
9301 West 55<sup>th</sup> Street  
La Grange, Illinois 60525

Lessee: Union Pacific Corporation  
1416 Dodge Street  
Omaha, NE 68179

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

127 locomotives UP 5000 through 5126, inclusive.

Mr. Vernon A. Williams  
August 30, 2002  
Page Two

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

Supplement No. 4 to Memorandum 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

**SUPPLEMENT NO. 4 TO MEMORANDUM OF MASTER LEASE**

Reference is hereby made to that certain Memorandum of Master Lease dated as of May 1, 2000 and recorded with the Surface Transportation Board on June 20, 2000 under Recordation Number 22960 as supplemented by (i) that certain Supplement No. 1 to Memorandum of Master Lease dated as of December 15, 2000 and recorded with the Surface Transportation Board on December 20, 2000 under Recordation Number 22960-I, (ii) that certain Supplement No. 2 to Memorandum of Master Lease dated as of March 20, 2001 and recorded with the Surface Transportation Board on March 27, 2001 under Recordation Number 22960-K and (iii) that certain Supplement No. 3 to Memorandum of Master Lease dated as of December 10, 2001 and recorded with the Surface Transportation Board on December 10, 2001 under Recordation Number 22960-X ("Memorandum of Master Lease").

This Supplement No. 4 to the Memorandum of Master Lease is made and entered into as of August 30, 2002 by and between El-Mo Leasing II Corporation, a Delaware corporation and Union Pacific Railroad Company, a Delaware corporation, with reference to the following:

1. The Memorandum of Master Lease is hereby supplemented to include the additional 127 locomotives bearing road numbers (prefix UP) 5000 through 5126 inclusive.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Supplement No. 4 to Memorandum of Master Lease to be executed as of the date first above written.

El-Mo Leasing II Corporation

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SURFACE TRANSPORTATION BOARD

By:   
Name: CATHY MCELNESS  
Title: ASST. TREASURER

Union Pacific Railroad Company

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

**SUPPLEMENT NO. 4 TO MEMORANDUM OF MASTER LEASE**

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El-Mo Leasing II Corporation

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

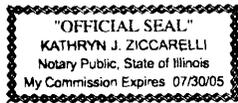
Union Pacific Railroad Company

By:   
Name: **Gary W. Grosz**  
Title: **Assistant Treasurer**

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

On this, the 28<sup>th</sup> day of August, 2002, before, a Notary Public in DuPage County and said State, personally appeared Maith A. McCaless, who being by me duly sworn, says that (s)he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on August 28, 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.



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

STATE OF NEBRASKA        )  
  )  
  )     SS:  
COUNTY OF DOUGLAS     )

On this, the \_\_\_ day of \_\_\_\_\_, 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 Union Pacific Railroad, that said instrument was signed on \_\_\_\_\_, 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 \_\_\_\_ day of \_\_\_\_\_, 2002, before, a Notary Public in DuPage County and said State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of El-Mo Leasing II Corporation, that said instrument was signed on \_\_\_\_\_, 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 NEBRASKA        )  
  )  
COUNTY OF DOUGLAS       )        SS:

On this, the 28<sup>th</sup> day of August, 2002, before, a Notary Public in and for said County and State, personally appeared Ray W. Cross, who being by me duly sworn, says that (s)he is the Assistant Treasurer of Union Pacific Railroad, that said instrument was signed on August 28, 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.

Sheryl L. Alvey  
Name: Sheryl L. Alvey  
Notary Public  
My Commission Expires:  
Residing in Omaha, Ne

