

RECORDATION NO. 23233-D FILED

MAY 29 '09 -3 2 0 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

May 29, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: EI-Mo II Trust No. 2000-E

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination and Release and Assignment of Lease, dated May 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The Memorandum of Termination and Release relates to the documents previously filed under Recordation Number 23233 and the names and addresses of the parties are:

- Owner Trustee/
Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001
- Indenture Trustee: Wells Fargo Bank Northwest, N.A., not in its
individual capacity but solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111
- Lessee: EI-Mo II Leasing Corporation
General Motors Corporation
767 Fifth Avenue, 14th Floor
New York, NY 10153

Anne K. Quinlan, Esquire
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The Assignment of Lease relates to the documents previously filed under Recordation Number 22960 and the names and addresses of the parties are:

Assignor: EI-Mo II Leasing Corporation
 General Motors Corporation
 767 Fifth Avenue, 14th Floor
 New York, NY 10153

Assignee: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, DE 19890-0001

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

30 SD70M diesel electric locomotives within the series UP 4223 - 4263 as more particularly set forth in the attachment to the document.

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

Memorandum of Termination and Release and Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

MAY 29 '09 -3 2 0 PM

**MEMORANDUM OF TERMINATION AND RELEASE;
AND ASSIGNMENT OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION AND RELEASE; AND ASSIGNMENT OF LEASE dated as of May 28, 2009, is among (i) Wilmington Trust Company, not in its individual capacity but solely as owner trustee ("Owner Trustee") under that certain El-Mo II Trust No. 2000-E Trust Agreement, dated as of December 22, 2000 ("Trust Agreement") between Owner Trustee and Wachovia Bank, National Association (as successor-in-interest to SouthTrust Bank), a national banking association, as Owner Participant ("Owner Participant"), (ii) Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but as Indenture Trustee (the "Indenture Trustee"), under that certain El-Mo II Trust No. 2000-E Trust Indenture and Security Agreement dated as of December 22, 2000, as supplemented, modified and amended thereafter (the "Indenture"), between Indenture Trustee and Owner Trustee and (iii) El-Mo Leasing II Corporation ("Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The railroad equipment subject to this Memorandum is attached as Exhibit A hereto.

B. Owner Trustee and Lessee entered into that certain El-Mo II Trust No. 2000-E Lease of Railroad Equipment dated as of November 22, 2000, as supplemented, modified and amended thereafter (the "Lease"), a memorandum of which was recorded with the Surface Transportation Board on November 21, 2000, under Recordation No. 23233.

C. Owner Trustee and Indenture Trustee entered into that certain Indenture, a memorandum of which was recorded with the Surface Transportation Board on November 21, 2000, under Recordation No. 23233-B.

D. The Lease, and all supplements thereto, have been terminated effective the date hereof along with all collateral assignments between Lessee and Owner Trustee in connection therewith.

E. The Indenture, and all supplements thereto have been terminated effective the date hereof.

F. Lessee, as lessor, and Union Pacific Railroad Company ("UPRR"), as lessee, are parties to that certain Master Lease dated as of May 1, 2000, as supplemented, modified and amended thereafter (the "UPRR Lease"), a memorandum of which was recorded with the Surface Transportation Board on June 20, 2000, under Recordation No. 22960.

G. Lessee has assigned its interest in the UPRR Lease, as it relates to the equipment described in Exhibit A, to Owner Trustee on May 28, 2009.

H. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

EL-MO LEASING II CORPORATION, as
LESSEE

By: Michelle Scheer
Name: Michelle Scheer
Title: President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of NEW YORK this 29 day of May, 2009 by Michelle Scheer, as President of EL-MO LEASING II CORPORATION, a Delaware corporation.

Stacey Simmons
Notary Public

My commission expires: 10-23-2010

[Notarial Seal]

STACEY SIMMONS
NOTARY PUBLIC, State of New York
No. 01S16049796
Qualified in Bronx County
Commission Expires October 23, 2010

Exhibit A

Supplement No. E1

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	5	4223 4225 4226 4227 4228

Supplement No. E2

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	3	4229 4230 4232

Supplement No. E3

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	22	4233 4234 4235 4236 4237 4238 4239 4240 4242 4243 4244 4248 4250 4251 4256 4257 4258 4259 4260 4261 4262 4263

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/29/09



Robert W. Alvord