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May 28, 2009

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

RECORDATION NO. 22979-H FILED

MAY 29 '09 -3 2 0 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Assumption of Lease of Locomotives
El-Mo II Trust No. 2000-A

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Assignment and Assumption Agreement (El-Mo II Trust No. 2000-A), dated as of May 28, 2009, between El-Mo Leasing II Corporation (the "Assignor"), and Union Pacific Railroad Company (the "Assignee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the El-Mo II Trust No. 2000-A Lease of Railroad Equipment dated as of June 28, 2000 between the Assignor and Wilmington Trust Company, not in its individual capacity but solely as owner trustee of the El-Mo II Trust No. 2000-A, a memorandum of which was recorded with the Surface Transportation Board on June 27 at 3:08 P.M. under recordation number 22979.

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

Assignor: El-Mo II Leasing Corporation
c/o Treasurer's Office
General Motors Corporation
767 Fifth Avenue, 14th Floor
New York, New York 10153

Assignee: Union Pacific Railroad Company
1400 Douglas Street
Mail Stop 1920
Omaha, Nebraska 68179

The equipment covered as of the date hereof by the aforesaid Memorandum of Assignment and Assumption Agreement consists of 112 SD70M Diesel Electric Locomotives

CHAPMAN AND CUTLER LLP

bearing the reporting marks and road numbers as specifically described in Exhibit A attached hereto.

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

Memorandum of Assignment and Assumption Agreement (El-Mo II Trust No. 2000-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:KRM
Enclosures

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	35	UP 4000 UP 4001 UP 4002 UP 4003 UP 4004 UP 4005 UP 4006 UP 4008 UP 4009 UP 4010 UP 4013 UP 4165 UP 4166 UP 4167 UP 4168 UP 4169 UP 4170 UP 4171 UP 4172 UP 4173 UP 4174 UP 4175 UP 4176 UP 4177 UP 4028 UP 4029 UP 4030 UP 4031 UP 4032 UP 4033 UP 4034 UP 4035 UP 4036 UP 4037 UP 4039

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	51	UP 4007 UP 4011 UP 4012 UP 4014 UP 4015 UP 4016 UP 4017 UP 4018 UP 4019 UP 4021 UP 4022 UP 4023 UP 4024 UP 4025 UP 4026 UP 4027 UP 4038 UP 4040 UP 4041 UP 4042 UP 4043 UP 4044 UP 4045 UP 4046 UP 4047 UP 4048 UP 4050 UP 4051 UP 4052 UP 4053 UP 4054 UP 4055 UP 4056 UP 4057 UP 4058 UP 4059 UP 4060 UP 4062 UP 4064 UP 4065

EQUIPMENT

QUANTITY

ROAD NUMBERS

UP 4089

UP 4090

UP 4091

UP 4093

UP 4094

UP 4095

UP 4096

UP 4097

UP 4098

UP 4099

UP 4119

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	26	UP 4020 UP 4061 UP 4066 UP 4067 UP 4069 UP 4092 UP 4101 UP 4102 UP 4104 UP 4105 UP 4106 UP 4107 UP 4108 UP 4109 UP 4110 UP 4112 UP 4135 UP 4140 UP 4142 UP 4143 UP 4144 UP 4146 UP 4147 UP 4152 UP 4153 UP 4156

MAY 29 '09 -3 2 0 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
(EL-MO II TRUST NO. 2000-A)

SURFACE TRANSPORTATION BOARD

Memorandum of Assignment and Assumption Agreement (El-Mo II Trust No. 2000-A) effective as of May 28, 2009, by and between EL-MO LEASING II CORPORATION, a Delaware corporation ("*Assignor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Assignee*").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (El-Mo II Trust No. 2000-A), dated as of May 28, 2009 (the "*Assignment Agreement*"), by which the Assignor has assigned, and the Assignee has assumed, among other things, all of the Assignor's rights, interests and obligations under that certain El-Mo II Trust No. 2000-A Lease of Railroad Equipment, dated as of June 28, 2000 between Wilmington Trust Company, as owner trustee, as Lessor, and Assignor, as Lessee, as amended, supplemented and otherwise modified from time to time, a memorandum of which was recorded with the Surface Transportation Board on June 27, 2000 at 3:08 P.M. under recordation number 22979.

The equipment covered as of the date hereof by the aforesaid Assignment Agreement is set forth in the Exhibit A attached hereto.

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 and year set forth below.

EL-MO LEASING II CORPORATION

By Michelle M. Scheer
Name: Michelle Scheer
Title: President

Executed on this 28 day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this ____ day of May, 2009.

STATE OF New York)
)
COUNTY OF NEW YORK) SS.:

On this, the 28 day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Michelle Scheek, who being by me duly sworn, says that (s)he is the President of EL-MO LEASING II CORPORATION, that said instrument was signed on May 28, 2009 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.

STACEY SIMMONS
NOTARY PUBLIC, State of New York
No. 01S16049796
Qualified in Bronx County
Commission Expires October 23, 200~~9~~2010

Stacey Simmons
Name: STACEY SIMMONS
Notary Public
My Commission Expires: 10-23-2010
Residing in NEW YORK

(SEAL)

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

On this, the _____ day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on May ____, 2009 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 _____

(SEAL)

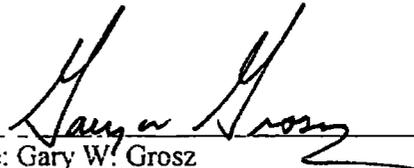
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year set forth below.

EL-MO LEASING II CORPORATION

By _____
Name:
Title:

Executed on this ____ day of May, 2009.

UNION PACIFIC RAIL ROAD COMPANY

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

Executed on this 28th day of May, 2009.

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of May, 2009, 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 EL-MO LEASING II CORPORATION, that said instrument was signed on May __, 2009 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.

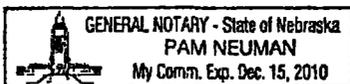
Name:
Notary Public
My Commission Expires.
Residing in _____

(SEAL)

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

On this, the 18th day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on May 19, 2009 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



(SEAL)

Pam Neuman
Name: Pam Neuman
Notary Public
My Commission Expires. Dec. 15, 2010
Residing in Omaha, NE

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	35	UP 4000
		UP 4001
		UP 4002
		UP 4003
		UP 4004
		UP 4005
		UP 4006
		UP 4008
		UP 4009
		UP 4010
		UP 4013
		UP 4165
		UP 4166
		UP 4167
		UP 4168
		UP 4169
		UP 4170
		UP 4171
		UP 4172
		UP 4173
		UP 4174
		UP 4175
		UP 4176
		UP 4177
		UP 4028
		UP 4029
		UP 4030
		UP 4031
		UP 4032
		UP 4033
		UP 4034
		UP 4035
		UP 4036
		UP 4037
		UP 4039

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