

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

22960-YY
RECORDATION NO. FILED

May 29, 2009

MAY 29 '09 -3 2 0 PM

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

SURFACE TRANSPORTATION BOARD

Re: El-Mo II Trust No. 2000-F

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 23261 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, 12 th Floor Salt Lake City, UT 84111
Lessee:	El-Mo II Leasing Corporation General Motors Corporation 767 Fifth Avenue, 14 th Floor New York, NY 10153

Anne K. Quinlan, Esquire
May 29, 2009
Page 2

The Assignment of Lease relates to the documents previously filed under Recordation Number 22960 and the names and addresses of the parties are:

Assignor: El-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:

99 locomotives: UP 3778 and within the series UP 4049 - UP 4677 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-F Trust Agreement, dated as of December 22, 2000 ("Trust Agreement") between Owner Trustee and Wells Fargo Bank, N.A. (as successor-in-interest to Wells Fargo Bank Minnesota, N.A.), 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-F 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-F Lease of Railroad Equipment dated as of December 22, 2000, as supplemented, modified and amended thereafter (the "Lease"), a memorandum of which was recorded with the Surface Transportation Board on December 20, 2000, under Recordation No. 23261.

C. Owner Trustee and Indenture Trustee entered into that certain Indenture, a memorandum of which was recorded with the Surface Transportation Board on December 20, 2000, under Recordation No. 23261-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.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as owner trustee, AS OWNER TRUSTEE

By: [Signature]
Name: Anita Roselli Woolery
Title: Assistant Vice President

STATE OF **DELAWARE**)
) ss:
COUNTY OF **NEW CASTLE**)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 29 day of May, 2009 by Anita Roselli Woolery Assistant Vice President of WILMINGTON

TRUST COMPANY, a Delaware banking corporation.

[Signature]
Notary Public

My commission expires: VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2010

[Notarial Seal]



Owner Trustee - El-Mo II Trust No. 2000-F (STB)

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

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity except as expressly
provided herein but as INDENTURE TRUSTEE

By: Michael Arsenault

Name: Michael Arsenault

Title: Assistant Vice President

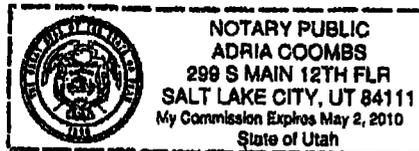
STATE OF Utah)
COUNTY OF Salt Lake) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ___ day of May, 2009 by Michael Arsenault, as Asst. Vice President of WELLS FARGO BANK NORTHWEST, N.A., a national banking association.

Adria Coombs
Notary Public

My commission expires: _____

[Notarial Seal]



**Schedule I
Terminated Units**

Supplement	Road Number
F1 Supplement	4049
	4063
	4068
	4070
	4071
	4072
F2 Supplement	4073
	4074
	4075
	4076
	4077
	4078
F3 Supplement	4079
	4080
	4081
	4082
	4083
	4084
	4085
	4086
	4087
	4088
	4100
	4103
	4111
	4113
	4114
	4115
	4116
	4117
	4118
	4137
3778 (formerly UP 4141)	
4145	
4148	
4149	
4150	
4151	

	4150
	4151
	4154
	4155
	4157
	4158
	4159
	4160
	4161
	4162
	4163
	4164
	4662
	4663
	4385
	4386
	4387
	4388
	4389
	4390
	4391
	4392
F4 Supplement	4393
	4394
	4395
	4396
	4397
	4398
	4399
	4400
	4401
	4402
	4403
	4404
F5 Supplement	4405
	4406
	4407
	4408
	4409
	4410
	4411
	4464

	4467
	4468
	4673
	4675
	4676
	4677
F6 Supplement	4509
	4510
	4511
	4512
	4513
	4514
	4515
	4516
	4517
	4518
	4519
	4520
	4521