

RECORDATION NO. 23914-F FILED

JUN 22 '09 -2 3 0 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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June 22, 2009

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

Re: El-Mo II Trust No. 2002-A

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (El-Mo II Trust No. 2002-A), dated May 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23914.

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

Owner Trustee/

Lessor:

Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee:

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

Indenture Trustee:

Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
Salt Lake City, UT 84111

Anne K. Quinlan, Esquire  
June 22, 2009  
Page Two

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

76 SD70M locomotives within the series UP 4535 - UP 5038 as more particularly set forth in the attachment to the document.

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

Termination and Release (EI-Mo II Trust No. 2002-A)

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 22 '09 -2 3 0 PM

**TERMINATION AND RELEASE  
(EL-MO II TRUST NO. 2002-A)**

**SURFACE TRANSPORTATION BOARD**

THIS TERMINATION AND RELEASE (El-Mo II Trust No. 2002-A) is dated as of May 28, 2009 by and among WILMINGTON TRUST COMPANY, Delaware banking corporation, not in its individual capacity but as Owner Trustee (the "Lessor"), EL-MO LEASING II CORPORATION, a Delaware corporation, as lessee ("Lessee") and WELLS FARGO BANK NORTHWEST, N.A., a national banking association, not in its individual capacity but as indenture trustee ("Indenture Trustee").

1. The Lessor and Lessee have heretofore entered into certain Lease Supplements (the "Lease Supplements"), which Lease Supplements incorporate that certain Lease of Railroad Equipment dated as of March 27, 2002 (as amended, supplemented or modified to date, the "Lease") pursuant to which the Lessor leased to the Lessee the railroad equipment described on Schedule 1 hereto (the "Equipment").

2. The Lessor and the Indenture Trustee have heretofore entered into certain Indenture Supplements (the "Indenture Supplements"), which Indenture Supplements incorporate that certain Trust Indenture and Security Agreement dated as of March 27, 2002 (as amended, supplemented or modified to date, the "Indenture").

3. The Lessor and the Lessee have heretofore entered into those certain Collateral Assignments (the "Collateral Assignments") and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment.

4. The Lessor, the Lessee and the Indenture Trustee have agreed to terminate (i) the Lease and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment, (ii) the Indenture and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment and (iii) the Collateral Assignments and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment.

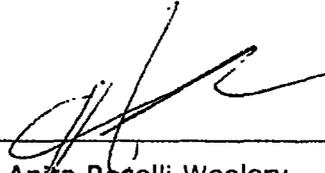
5. The Lease, the Indenture and the Collateral Assignments are terminated effective as of the date hereof with respect to the Equipment.

6. This Termination and Release shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

Recordation #23914

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

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

By   
Name: Anita Roselli Woolery  
Title: Assistant Vice President

EL-MO LEASING II CORPORATION

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

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but as Indenture Trustee

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

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

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

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

EL-MO LEASING II CORPORATION

By *Michelle Scheer*  
Name: *Michelle Scheer*  
Title: *President*

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but as Indenture Trustee

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

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

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

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

EL-MO LEASING II CORPORATION

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

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but as Indenture Trustee

By           *Michael A. Arsenault*            
Name: **Michael Arsenault**  
Title: **Assistant Vice President**

STATE OF Delaware )  
 )  
COUNTY OF New Castle ) SS.:

On this, the 17 day of June, 2009, before me, a Notary Public in and for said County and State, personally appeared Anita Roselli Woolery, who being by me duly sworn, says that he is the Assistant Vice President of WELLS FARGO TRUST COMPANY, that said instrument was signed on June 17, 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

Dianne M. Bruton  
Name: DIANNE M. BRUTON  
Notary Public Notary Public - State of Delav  
My Commission Expires: My Comm. Expires Nov. 27, 2  
Residing in Delaware

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of June, 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 WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but as Indenture Trustee, that said instrument was signed on June \_\_\_\_, 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 \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of June, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_\_, 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.

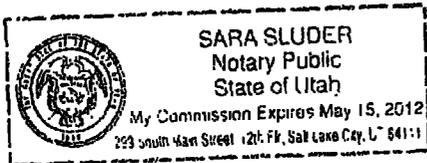
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) SS.:

On this, the 17 day of June, 2009, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but as Indenture Trustec, that said instrument was signed on June 17, 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.



Sara Sluder  
Name: Sara Sluder  
Notary Public  
My Commission Expires:  
Residing in Utah

(SEAL)

STATE OF NEW YORK )

COUNTY OF NEW YORK )

SS.:

On this, the 17<sup>th</sup> day of June, 2009, before me, a Notary Public in and for said County and State, personally appeared Michelle Scheer, 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 June 17, 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

Name: STACEY SIMMONS

Notary Public

My Commission Expires: 10-23-2010

Residing in NEW YORK

(SEAL)

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

### SCHEDULE 1

<u>EQUIPMENT</u>	<u>QUANTITY</u>	<u>ROAD NUMBERS</u>	
General Motors Corporation (Electro-Motive Division) Model SD70M Dicsel Electric Locomotives	76	UP 4535	UP 4746
		UP 4536	UP 4747
		UP 4710	UP 4748
		UP 4711	UP 4749
		UP 4712	UP 4750
		UP 4713	UP 4751
		UP 4714	UP 4752
		UP 4715	UP 4753
		UP 4716	UP 4754
		UP 4717	UP 4755
		UP 4718	UP 4757
		UP 4719	UP 4815
		UP 4720	UP 4816
		UP 4721	UP 4817
		UP 4722	UP 4818
		UP 4723	UP 4819
		UP 4724	UP 4820
		UP 4725	UP 4821
		UP 4726	UP 4822
		UP 4727	UP 4823
		UP 4728	UP 4824
		UP 4729	UP 4825
		UP 4730	UP 4826
		UP 4731	UP 4827
		UP 4732	UP 4828
		UP 4733	UP 4829
		UP 4734	UP 4830
		UP 4735	UP 4831
		UP 4736	UP 4832
		UP 4737	UP 4833
		UP 4738	UP 4834
		UP 4739	UP 4835
		UP 4740	UP 4836
		UP 4741	UP 4950
		UP 4742	UP 5037
		UP 4743	UP 5038
		UP 4744	UP 4635
		UP 4745	UP 4637

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: 6/22/09



\_\_\_\_\_  
Robert W. Alvord