

RECORDATION NO. 23115-H FILED

AUG 12 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

August 10, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Lease Cancellation (EI-Mo III Trust B), dated as of August 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease, as supplemented, previously filed with the Board under Recordation Numbers 23115-B, 23115-D and 23115-F.

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

Owner Trustee/ Lessor	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890
Lessee.	EL-MO Leasing III Corporation 9301 West 55th Street Omaha, NE 68179

Section Chief
August 10, 2010
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A description of the railroad equipment covered by the enclosed document is

14 SD90MAC Diesel Electric Locomotives within the series UP 8500 - UP 8534, as more particularly set forth in the attachment to the document.

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

Notice of Lease Cancellation (El-Mo III Trust B).

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

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AUG 12 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

**NOTICE OF LEASE CANCELLATION
(EI-Mo III Trust B)**

This Notice of Lease Cancellation (this "Notice") is executed by and between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, Lessor, and EI-Mo Leasing III Corporation, as Lessee.

The parties hereto publish this Notice that the Lease of Railroad Equipment, dated September 27, 2000, and the supplements thereto (the "Lease") have been cancelled effective August 11, 2010.

A Memorandum of the Lease was duly filed and recorded with the Surface Transportation Board on September 26, 2000 at 4:32 p.m. under Recordation Number 23115. Supplements were thereafter filed under Recordation Numbers 23115-B, 23115-D and 23115-F.

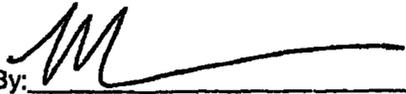
The Lease covered fourteen (14) SD90MAC locomotives bearing the reporting marks and road numbers set forth on Exhibit A attached hereto.

This Notice is executed without prejudice to the rights of either Lessor or Lessee which are intended under the Lease to survive the cancellation thereof and is subject to the terms of that certain EI-Mo III Trust B Lease Cancellation and Voluntary Return Agreement dated as of March 1, 2010 among Lessor, Lessee and certain other parties.

[Signature pages follow]

IN WITNESS WHEREOF, the parties have caused this Notice to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as owner trustee, LESSOR

By: 

Name: Mark H. Brzoska
Title: Financial Services Officer

Title: _____

Executed on this 20th day of May, 2010

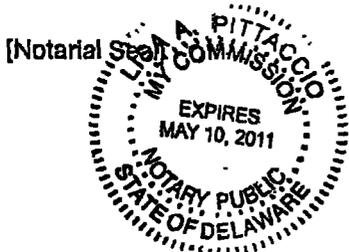
STATE OF Delaware
COUNTY OF New Castle ss:

The foregoing Notice was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 20th day of May, 2010 by Mark H. Brzoska as Financial Services Officer of WILMINGTON TRUST COMPANY, a Delaware banking corporation.


Notary Public

My commission expires: _____

LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011



EL-MO LEASING III CORPORATION, as
LESSEE

By: [Signature]

Name: J. Selzer

Title: Vice President + Treasurer

Executed on this 24th day of May, 2010

STATE OF MICHIGAN)
) ss:
COUNTY OF WAYNE)

The foregoing Notice was acknowledged before me, the undersigned Notary
Public, in the County of WAYNE, this 24th day of MAY, 2010 by
TIM SELZER, as VICE PRESIDENT + TREASURER of EL-
MO LEASING III CORPORATION, a Delaware corporation.

[Signature]
Notary Public

My commission expires: 2-19-2012

[Notarial Seal]

VERGIE ALAN
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES FEB 18, 2012
ACTING IN COUNTY OF WAYNE

Exhibit A

Units subject to Lease Supplement No. B1

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	2	8500 8522

Units subject to Lease Supplement No. B2

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	8	8523 8524 8525 8526 8527 8530 8531 8534

Units subject to Lease Supplement No. B3

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	4	8528 8529 8532 8533

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:

8/12/10



Robert W. Alvord