

RECORDATION NO. 23520-6 FILED

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DEC 20 '01 11:33 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 20, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2001-D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. D3, dated December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture which was filed with the Board under Recordation Number 23520-B.

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

Indenture Trustee: Wells Fargo Bank
Northwest, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

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

25 SD7OMAC locomotives within the series UP 4522 - UP 4709.

Mr. Vernon A. Williams
December 20, 2001
Page Two

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

Memorandum of Indenture Supplement No. D3 between Wells Fargo Bank Northwest, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee.

Also enclosed is a check in the amount of \$28.00 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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EL-MO II TRUST NO. 2001-D SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NO. D3

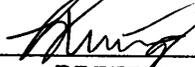
Memorandum of Indenture Supplement No. D3 made and entered into on December 21, 2001 by and between Wells Fargo Bank Northwest, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated June 27, 2001, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.
2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23520-B pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Indenture Supplement No. D3 dated December 21, 2001, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on 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 hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By 
Name: **BRETT R. KING**
Title: **VICE PRESIDENT**

Executed on this 13 day of December 2001.

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

By _____
Name:
Title:

Executed on this ____ day of December 2001.

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 hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name:
Title:

Executed on this ____ day of December 2001.

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

By CPaglia
Name: Charlotte Paglia
Title: Senior Financial Services Officer

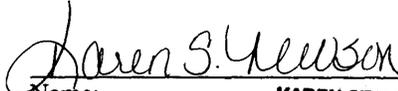
Executed on this 13 day of December 2001.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

SS:

On this, the 13th day of December, 2001, before, a Notary Public in and for said County and State, personally appeared Charlotte Paglia, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 13, 2001 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: **KAREN STANETTE NEWSON**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires **June 28, 2005**
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this, the ____ day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he/she is the _____ that said instrument was signed on December __, 2001 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.

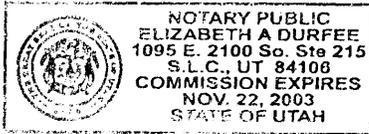
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
)
COUNTY OF Salt Lake)

SS:

On this, the 13 day of December, 2001, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Wells Fargo Bank Northwest, N.A., that said instrument was signed on December , 2001 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.



[Signature]
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this, the _____ day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he/she is the _____ that said instrument was signed on December ____, 2001 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 _____

[Mitsui]

Exhibit A

Units

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	25	4522 4523 4524 4525 4526 4527 4528 4529 4530 4531 4532 4533 4534 4698 4699 4700 4701 4702 4703 4704 4705 4706 4707 4708 4709