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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
September 24, 2002

OF COUNSEL
URBAN A. LESTER

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

RECORDATION NO. 24008-D FILED

SEP 24 '02 2-50 PM

Re: EI-Mo II Trust No. 2002-D SURFACE TRANSPORTATION BOARD

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 Lease Supplement No. D2, dated September 25, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number 24008.

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

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: EI-Mo Leasing II Corporation
9301 West 55th Street
La Grange, Illinois 60525

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

69 SD70M locomotives within the series UP 4798 – UP 5035

Mr. Vernon A. Williams
September 24, 2002
Page Two

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

Memorandum of Lease Supplement No. D2

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION No. 24008-D FILED

SEP 2 4 '02 2-50PM

SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2002-D

MEMORANDUM OF LEASE SUPPLEMENT NO. D2

Memorandum of Lease Supplement No. D2 made and entered into on September 25, 2002 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, a Delaware corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated as of June 26, 2002, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 25, 2002 under Recordation Number 24008 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease Supplement No. D2 dated September 25, 2002, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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.

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

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

Executed on this 17 day of September
2002.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of September
2002.

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.

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

By _____
Name:
Title:

Executed on this ____ day of September
2002.

EL-MO LEASING II CORPORATION

By  _____
Name: Keith McCanless
Title: Assistant Treasurer

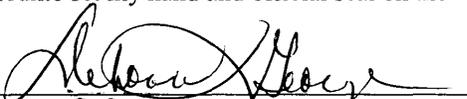
Executed on this 17 day of September
2002.

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 17 day of September 2002, 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 September 17, 2002 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.

DEBORAH L. GEORGE
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003


Name: Deborah L. George
Notary Public
My Commission Expires:
Residing in Delaware

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the ____ day of September 2002, before me, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on September ___, 2002 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 DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this, the _____ day of September 2002, before, 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 Wilmington Trust Company, that said instrument was signed on September ____, 2002 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.

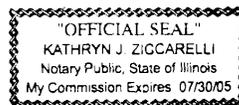
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

Do Page On this, the 17th day of September 2002, before me, a Notary Public in and for ~~said~~ County and State, personally appeared Keith McCaless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation that said instrument was signed on September 17, 2002 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.

Kathryn J. Ziccarelli
Name: Kathryn J. Ziccarelli
Notary Public
My Commission Expires: 7/30/05
Residing in Do Page County



[GECC]

EXHIBIT A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives

Quantity: Sixty-Nine (69) Units

Road Numbers Prefix UP: 4798, 4799, 4800, 4801, 4802, 4803, 4804, 4805, 4806, 4807, 4808, 4809, 4810, 4811, 4812, 4813, 4814, 4984, 4985, 4986, 4987, 4988, 4989, 4990, 4991, 4992, 4993, 4994, 4995, 4996, 4997, 4998, 4999, 5000, 5001, 5002, 5003, 5004, 5005, 5006, 5007, 5008, 5009, 5010, 5011, 5012, 5013, 5014, 5015, 5016, 5017, 5018, 5019, 5020, 5021, 5022, 5023, 5024, 5025, 5026, 5027, 5028, 5029, 5030, 5031, 5032, 5033, 5034, 5035