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RECORDATION NO. 24008-F FILED

MAY 20 '05

7-33 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

May 20, 2003

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

Re: EI-Mo II Trust No. 2002-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 Lease Supplement No. D3, dated May 21, 2003, 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:

11 SD70M locomotives within the series UP 3880 - UP 3927.

Mr. Vernon A. Williams
May 20, 2003
Page Two

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

Memorandum of Lease Supplement No. D3

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,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/anr
Enclosures

[GECC]

Exhibit A

Units

Road Numbers: Prefix UP

3880, 3912, 3917, 3920, 3921, 3922, 3923, 3924,
3925, 3926, 3927

RECORDATION NO. 24008-F FILED

MAY 20 '03 7-33 AM

SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2002-D

MEMORANDUM OF LEASE SUPPLEMENT NO. D3

Memorandum of Lease Supplement No. D3 made and entered into on May 21, 2003 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, as amended, 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. D3 dated May 21, 2003 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 _____
Name: *James P. Lawler*
Title: *Vice President*

Executed on this 13 day of May 2003.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of May 2003.

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

On this, the ____ day of May 2003, 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 May ____, 2003 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.

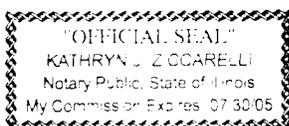
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF ~~DUPAGE~~ ^{COOK}) SS:

On this, the ^{14th} day of May 2003, before me, a Notary Public in and for said ~~County and State, and DuPage County~~ personally appeared Keith McCanness, 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 May 14, 2003 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 DuPage County



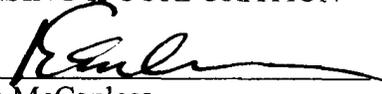
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

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

By _____
Name:
Title:

Executed on this ____ day of May 2003.

EL-MO LEASING II CORPORATION

By 
Name: Keith McCaless
Title: Assistant Treasurer

Executed on this 14 day of May 2003.

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

On this, the ____ day of May 2003, 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 May ____, 2003 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.

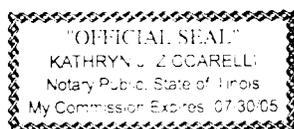
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF ^{COOK} ~~DUPAGE~~) SS:

On this, the ^{14th} day of May 2003, before me, a Notary Public in and for said ~~County and~~ State, ^{and DuPage County} 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 May 14, 2003 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.

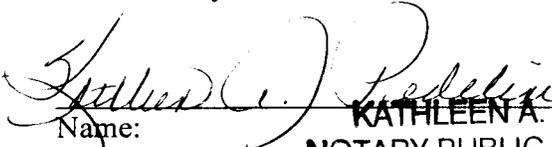
Kathryn J. Ziccarelli
Name: Kathryn J. Ziccarelli
Notary Public
My Commission Expires: 7/30/05
Residing in DuPage County



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

On this, the 13th day of May 2003, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of Wilmington Trust Company, that said instrument was signed on May 13th 2003 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: **KATHLEEN A. PEDELINI**
Notary Public **NOTARY PUBLIC - DELAWARE**
My Commission Expires **Oct 31, 2006**
Residing in _____

STATE OF ILLINOIS)
) SS:
COUNTY OF DUPAGE)

On this, the ___ day of May 2003, before me, a Notary Public in and for said County and State, personally appeared Keith McCansless, 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 May ___, 2003 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 _____

[GECC]

Exhibit A

Units

Road Numbers: Prefix UP

3880, 3912, 3917, 3920, 3921, 3922, 3923, 3924,
3925, 3926, 3927