

RECORDATION NO. 24008-9 FILED

MAY 20 '03 8-02 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

May 20, 2003

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

Re: El-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 Indenture 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 Trust Indenture which was filed with the Board under Recordation Number 24008.

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:

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 Indenture 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 "R. 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. 24008-6

MAY 20 03 8-02 AM

EL-MO II TRUST NO. 2002-D

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NO. D3

Memorandum of Indenture Supplement No. D3 made and entered into on May 21, 2003 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 as of June 26, 2002, by which the Owner Trustee has granted a security interest in certain locomotives 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 25, 2002 under Recordation Number 24008-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 May 21, 2003, 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 May 2003.

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

By _____
Name:
Title:

Executed on this ____ day of May 2003.

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 May 2003.

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.

STATE OF UTAH)
)
COUNTY OF SALT LAKE) 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 Wells Fargo Bank Northwest, N.A., 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 DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this, the 13th day of May 2003, before me, 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 13, 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 ~~Nov 01~~ **Commission Expires Oct. 31, 2006**
Residing in _____

[GECC]

Exhibit A

Units

Road Numbers: Prefix UP

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