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



September 29, 2003

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

RECORDATION NO. 24008 - I FILED

SEP 29 '03 11-28 AM

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 Indenture Supplement No. D4, dated September 30, 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:

44 SD70M locomotives UP 3874 and UP 3928 – UP 3970

Mr. Vernon A. Williams  
September 29, 2003  
Page Two

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

Memorandum of Indenture Supplement No. D4

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

RECORDATION NO. 24008-I FILED

SEP 29 '03 11-28 AM

EL-MO II TRUST NO. 2002-D

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NO. D4

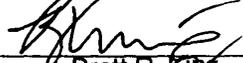
Memorandum of Indenture Supplement No. D4 made and entered into on September 30, 2003 by and between Wells Fargo Bank Northwest, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity 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. D4 dated September 30, 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 25<sup>th</sup> day of September 2003.

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

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September 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 September 2003.

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

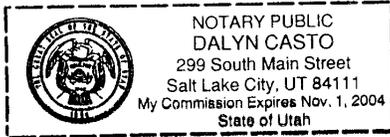
By   
Name: **Anita Roselli**  
Title: **Financial Services Officer**

Executed on this \_\_\_\_ day of September 2003.

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) SS:

On this, the 25<sup>th</sup> day of September 2003, before, a Notary Public in and for said County and State, personally appeared Brett K. 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 September 25, 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.



Dalyn Casto  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

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

On this, the \_\_\_\_ day of September 2003, before me, 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 \_\_\_\_, 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 UTAH )  
 )  
COUNTY OF SALT LAKE ) SS:

On this, the \_\_\_\_\_ day of September 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 September \_\_\_\_, 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 24 day of September 2003, before me, a Notary Public in and for said County and State, personally appeared Anita Roselli, who being by me duly sworn, says that (s)he is the Financial Services Officer of Wilmington Trust Company, that said instrument was signed on September 24, 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.

**KIMBERLY ELIZABETH FAULHABER**  
**NOTARY PUBLIC - DELAWARE**  
My Commission Expires April 9, 2005

Kimberly E. Faulhaber  
Name:  
Notary Public  
My Commission Expires:  
Residing in New Jersey

[GECC]

**EXHIBIT A**

**Equipment:**

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

**Quantity:**

Forty-Four (44) Units

**Road Numbers: Prefix UP**

3874, 3928, 3929, 3930, 3931, 3932, 3933, 3934, 3935,  
3936, 3937, 3938, 3939, 3940, 3941, 3942, 3943, 3944,  
3945, 3946, 3947, 3948, 3949, 3950, 3951, 3952, 3953,  
3954, 3955, 3956, 3957, 3958, 3959, 3960, 3961, 3962,  
3963, 3964, 3965, 3966, 3967, 3968, 3969, 3970