

RECORDATION NO. 22960-00 FILED

FEB 22 '07 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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)

February 15, 2007

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 an Assignment of Security Interest and Lien, dated February 15, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the lease supplements previously filed with the Board under Recordation Numbers 22960-I, 22960-K, 22960-X, 22960-II and 22960-00.

The name and address of the party to the enclosed document are:

[Assignee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890]

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

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

195 SD70M locomotives within the series UP 3874 - UP 5035.

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

Assignment of Security Interest and Lien.

Also enclosed is a check in the amount of \$34.00 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", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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ASSIGNMENT OF SECURITY INTEREST AND LIEN

~~SURFACE TRANSPORTATION BOARD~~

El-Mo-Leasing II Corporation ("Lessor"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, assigns to Wilmington Trust Company, not in its individual capacity but solely as owner trustee ("Owner Trustee") under that certain Trust Agreement dated as of June 26, 2002 between General Electric Capital Corporation, as Owner Participant, and Owner Trustee any and all rights, title and interest, if any, of Lessor with respect to the Units listed on Exhibit A attached hereto, as they relate to that certain Memorandum of Master Lease dated as of May 1, 2000 made by Lessor and Union Pacific Railroad Company, which was filed with the Surface Transportation Board on June 20, 2000 as recordation number 22960 as supplemented by

- (i) that certain Supplement No. 1 to Memorandum of Master Lease dated as of December 15, 2000 and recorded with the Surface Transportation Board on December 20, 2000 under recordation number 22960-I,
- (ii) that certain Supplement No. 2 to Memorandum of Master Lease dated as of March 20, 2001 and recorded with the Surface Transportation Board on March 27, 2001 under recordation number 22960-K,
- (iii) that certain Supplement No. 3 to Memorandum of Master Lease dated as of December 10, 2001 and recorded with the Surface Transportation Board on December 10, 2001 under recordation number 22960-X,
- (iv) that certain Supplement No. 4 to Memorandum of Master Lease dated as of August 30, 2002 and recorded with the Surface Transportation Board on August 30, 2002 under recordation number 22960-II, and
- (v) that certain Supplement No. 5 to Memorandum of Master Lease dated as of March 17, 2003 and recorded with the Surface Transportation Board on March 24, 2003 under recordation number 22960-OO.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. 11301.

Dated: February 15, 2007

El-Mo Leasing II Corporation
 By [Signature]
 Name: Raymond A. Krause
 Title: President

STATE OF Michigan)
) SS.
 COUNTY OF Wayne)

On this 15th day of February, 2007, before me personally appeared Raymond A. Krause, to me personally known, who being by me duly sworn, says that he is the President of El-Mo Leasing II Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

GIVEN under my hand and notarial seal.

[Signature]
 Notary Public
 My Commission expires: _____
KATHLEENA TAYLOR
NOTARY PUBLIC WAYNE CO., MI
MY COMMISSION EXPIRES Feb 9, 2008

EXHIBIT A

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

Quantity: One Hundred Ninety-Five (195) Units

Road Numbers Prefix UP: 4756, 4758, 4759, 4760, 4761, 4762, 4763, 4764, 4765, 4766, 4767, 4768, 4769, 4770, 4771, 4772, 4773, 4774, 4775, 4776, 4777, 4778, 4779, 4780, 4781, 4782, 4903, 4904, 4905, 4906, 4907, 4908, 4909, 4910, 4911, 4912, 4913, 4914, 4931, 4932, 4933, 4934, 4935, 4936, 4937, 4938, 4939, 4940, 4941, 4942, 4943, 4944, 4945, 4946, 4947, 4948, 4949, 4951, 4952, 4953, 4954, 4955, 4956, 4957, 4958, 4959, 4960, 4961, 4962, 4963, 4964, 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, 3880, 3912, 3917, 3920, 3921, 3922, 3923, 3924, 3925, 3926, 3927, 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

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/21/07



Robert W. Alvord