

RECORDATION NO. 22960-UV FILED

FEB 22 2007 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

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

20036

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

OF COUNSEL
URBAN A. LESTER

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

Mr. Vernon A. Williams
February 15, 2007
Page two

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

65 SD70M locomotives within the series UP 4636 - UP 5102.

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

EXHIBIT A

Equipment:

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

Quantity:

Sixty-Five (65) Units

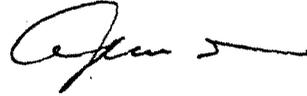
Road Numbers Prefix UP:

4636, 5039, 5040, 5041, 5042, 5043, 5044, 5045, 5046, 5047, 5048, 5049, 5050, 5051, 5052, 5053, 5054, 5055, 5056, 5057, 5058, 5059, 5060, 5061, 5062, 5063, 5064, 5065, 5066, 5067, 5068, 5069, 5070, 5071, 5072, 5073, 5074, 5075, 5076, 5077, 5078, 5079, 5080, 5081, 5082, 5083, 5084, 5085, 5086, 5087, 5088, 5089, 5090, 5091, 5092, 5093, 5094, 5095, 5096, 5097, 5098, 5099, 5100, 5101, 5102

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