

CHAPMAN AND CUTLER

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1877-1943
Henry E. Cutler
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Salt Lake City, Utah 84144
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June 24, 1997 JUN 26 '97 1-25 PM

RECORDATION NO. 20735 FILED

JUN 26 '97 1-25 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Re: The Burlington Northern and Santa Fe Railroad Company
Leveraged Lease Locomotive Financing
BNSF 1997-D

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 26 1 18 PM '97

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (BNSF 1997-D), dated June 27, 1997, between Dia Canyon Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (BNSF 1997-D), dated June 27, 1997, between the Lessor, as borrower (the "Borrower") and First Security Bank, National Association, as security trustee (the "Security Trustee").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (BNSF 1997-D), dated June 27, 1997, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (BNSF 1997-D), dated June 27, 1997, between the Lessor, as Borrower, and the Security Trustee;
- (3) Memorandum of Dollar Account Pledge Agreement (BNSF 1997-D), dated June 27, 1997, between Kreditanstalt für Wiederaufbau ("KfW"), as agent (the "Agent"), and the Lessor, as Borrower; and

Handwritten notes:
Chapman & Cutler
County of Santa Fe

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(4) Memorandum of Yen Assignment Agreement (BNSF 1997-D), dated June 27, 1997, between the Lessor, as assignor (the "Assignor"), and The Bank of Tokyo - Mitsubishi, Ltd., acting through its New York Branch, as assignee (the "Assignee").

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1997-D) and Memorandum of Mortgage Supplement No. 1 (BNSF 1997-D) are connected are the Memorandum of Lease Agreement (BNSF 1997-D) and the Memorandum of Mortgage and Security Agreement (BNSF 1997-D), respectively, referred to above, which are being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

Lessor: Dia Canyon Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Business Development
Department

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: Dia Canyon Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Business Development
Department

CHAPMAN AND CUTLER

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

Lessor: Dia Canyon Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Business Development
Department

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: Dia Canyon Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Business Development
Department

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

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MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: Dia Canyon Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Business Development
Department

Agent: Kreditanstalt für Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main, Germany

MEMORANDUM OF YEN ASSIGNMENT AGREEMENT

Assignor: Dia Canyon Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Business Development
Department

Assignee: The Bank of Tokyo - Mitsubishi, Ltd., acting through
its New York Branch
1251 Avenue of the Americas
New York, New York 10020-1104

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1, Memorandum of Mortgage Supplement No. 1, Memorandum of Dollar Account Pledge Agreement and the Memorandum of Yen Assignment Agreement is as set forth on Exhibit A hereto.

A fee of one hundred forty-four dollars (\$144.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Law Offices of
CHAPMAN AND CUTLER

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1997-D) between Dia Canyon Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 1700 East Golf Road, Schaumburg, Illinois 60173, dated June 27, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (BNSF 1997-D) between Dia Canyon Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 27, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1997-D) between Dia Canyon Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 1700 East Golf Road, Schaumburg, Illinois 60173, dated June 27, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated June 27, 1997, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNSF 1997-D) between Dia Canyon Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, and First Security

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Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 27, 1997, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Schedule thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated June 27, 1997, which is filed concurrently herewith.

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (BNSF 1997-D) between Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany, and Dia Canyon Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, dated June 27, 1997, relating to the grant by the Borrower to the Agent of a security interest in the Borrower's right, title and interest in and to the Dollar Account described in the Dollar Account Pledge Agreement, dated June 6, 1997, between the Agent and the Borrower.

(6) MEMORANDUM OF YEN ASSIGNMENT AGREEMENT:

Memorandum of Yen Assignment Agreement (BNSF 1997-D) between Dia Canyon Ltd., as Assignor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, and The Bank of Tokyo-Mitsubishi, Ltd., acting through its New York Branch, as Assignee, Hong Kong Branch, Tower 1, Admiralty Centre, 18 Harcourt Road, Central, Hong Kong, dated June 27, 1997, relating to the grant by the Assignor to the Assignee of a security interest in the Assignor's right, title and interest in and to the Collateral described in the Yen Assignment Agreement, dated June 27, 1997, between the Assignor and the Assignee.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/wp
Enclosures

JUN 26 '97 1-25 PM

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(BNSF 1997-D)**

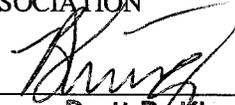
Memorandum of Mortgage and Security Agreement, made and entered into on June 27, 1997 by and between First Security Bank, National Association, a national banking association, as security trustee ("Security Trustee"), and Dia Canyon Ltd., a Japanese corporation ("Borrower").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-D) (the "Mortgage"), dated June 6, 1997, by which the Borrower has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the Borrower's performance of its obligations as described in the Loan Agreement (BNSF 1997-D), dated June 6, 1997, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

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 and year first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By 
Name: **Brett R. King**
Title: **Assistant Vice President**

Executed on this 19th day of June, 1997.

DIA CANYON LTD.

By _____
Name: Yoichi Hara
Title: Attorney-in-Fact

Executed on this ____ day of June, 1997.

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(BNSF 1997-D)**

Memorandum of Mortgage and Security Agreement, made and entered into on June 27, 1997 by and between First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*"), and Dia Canyon Ltd., a Japanese corporation ("*Borrower*").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-D) (the "*Mortgage*"), dated June 6, 1997, by which the Borrower has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the Borrower's performance of its obligations as described in the Loan Agreement (BNSF 1997-D), dated June 6, 1997, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

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 and year first above written.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ____ day of June, 1997.

DIA CANYON LTD.

By  _____

Name: Yoichi Hara

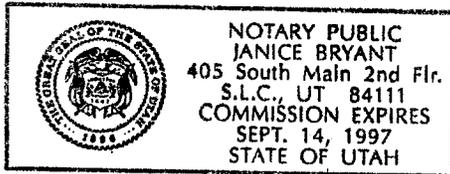
Title: Attorney-in-Fact

Executed on this 19th day of June, 1997.

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 19th day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on June 19, 1997 on behalf of said association 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 association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Bryant
Name: **Janice Bryant**
Notary Public
My Commission Expires:
Residing in _____

STATE OF NEW YORK)
) SS.:
COUNTY OF _____)

On this, the _____ day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA CANYON LTD., that said instrument was signed on June __, 1997 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 _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of June, 1997, 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 FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on June __, 1997 on behalf of said association 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 association.

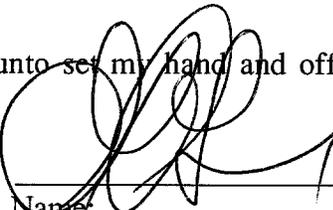
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this, the 17th day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA CANYON LTD., that said instrument was signed on June 9, 1997 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 _____

MARIO O. MORRONE
Notary Public, State of New York
No. 02MO4811599
Qualified in Kings County
Commission Expires Oct. 31, 1998

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44CW Diesel Electric Locomotives	7	BNSF 700 through BNSF 706, inclusive
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	17	BNSF 9803 through BNSF 9819, inclusive