

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

June 24, 1997 JUN 26 '97 1-25 PM

RECORDATION NO. 20735 FILED

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

JUN 26 '97 1-25 PM

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

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUN 25 1 28 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

*Chapman & Cutler*

CHAPMAN AND CUTLER

(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

Law Offices of  
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

CHAPMAN AND CUTLER

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

CHAPMAN AND CUTLER

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.

Law Offices of  
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 SUPPLEMENT NO. 1  
(BNSF 1997-D)**

Memorandum of Mortgage Supplement No. 1, 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:**

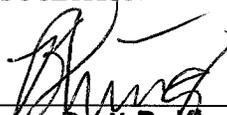
1. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-D) (the "*Mortgage*"), dated June 6, 1997, by which the Borrower has granted a security interest to the Security Trustee in order to secure the Borrower's performance of certain obligations as described in the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

2. A memorandum of said Mortgage is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage Supplement No. 1 (BNSF 1997-D), dated June 27, 1997, relating to the above-described Mortgage and extending the Borrower's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

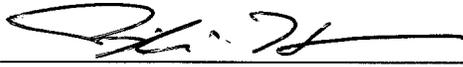
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

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

Executed on this 19<sup>th</sup> day of June, 1997.

DIA CANYON LTD.

By  \_\_\_\_\_

Name: Yoichi Hara

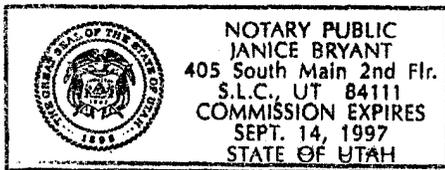
Title: Attorney-in-Fact

Executed on this 19<sup>th</sup> day of June, 1997.

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

On this, the 19<sup>th</sup> 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.

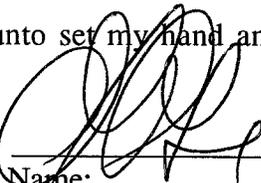
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

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

On this, the 19<sup>th</sup> 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