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June 23, 1997

RECORDATION NO. 20725 FILED
JUN 23 '97 1-30PM

RECORDATION NO. 20725-A,B,C,E FILED
JUN 23 '97 1-30PM

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

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1997-D

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 (UPRR 1997-D), dated June 24, 1997, between NBB Green River Lease Co., Ltd., as lessor (the *"Lessor"*), and Union Pacific Railroad Company, as lessee (the *"Lessee"*); and

(2) Memorandum of Mortgage and Security Agreement (UPRR 1997-D), dated June 24, 1997, between the Lessor, as borrower (the *"Borrower"*), and Harris Trust and Savings Bank, as security trustee (the *"Security Trustee"*).

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (UPRR 1997-D), dated June 24, 1997, between the Lessee and the Lessor;

(2) Memorandum of Mortgage Supplement No. 1 (UPRR 1997-D), dated June 24, 1997, between the Lessor, as Borrower, and the Security Trustee; and

(3) Memorandum of Dollar Account Pledge Agreement (UPRR 1997-D), dated June 24, 1997, between Kreditanstalt für Wiederaufbau (*"KfW"*), as agent (the *"Agent"*), and the Lessor, as Borrower.

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The primary documents to which Memorandum of Lease Supplement No. 1 (UPRR 1997-D) and Memorandum of Mortgage Supplement No. 1 (UPRR 1997-D) are connected are the Memorandum of Lease Agreement (UPRR 1997-D) and the Memorandum of Mortgage and Security Agreement (UPRR 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: Union Pacific Railroad Company
Eighth & Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Lessor: NBB Green River Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai Ichi Edobashi Building
1-11-1 Nihonbashi,
Chuo-ku, Tokyo 103
Japan
Attention: General Manager

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: NBB Green River Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai Ichi Edobashi Building
1-11-1 Nihonbashi,
Chuo-ku, Tokyo 103
Japan
Attention: General Manager

Security Trustee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Union Pacific Railroad Company
Eighth & Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Lessor: NBB Green River Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai Ichi Edobashi Building
1-11-1 Nihonbashi,
Chuo-ku, Tokyo 103
Japan
Attention: General Manager

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: NBB Green River Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai Ichi Edobashi Building
1-11-1 Nihonbashi,
Chuo-ku, Tokyo 103
Japan
Attention: General Manager

Security Trustee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: NBB Green River Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai Ichi Edobashi Building
1-11-1 Nihonbashi,
Chuo-ku, Tokyo 103
Japan
Attention: General Manager

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

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 and the Memorandum of Dollar Account Pledge Agreement is as set forth on Exhibit A hereto.

A fee of one hundred twenty dollars ($120.00) 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:

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 (UPRR 1997-D) between NBB Green River Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, Attention: General Manager, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated June 24, 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 (UPRR 1997-D) between NBB Green River Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, Attention: General Manager, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated June 24, 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 (UPRR 1997-D) between NBB Green River Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, Attention: General Manager, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated June 24, 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 24, 1997, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (UPRR 1997-D) between NBB Green River Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, Attention: General Manager, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated June 24, 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 24, 1997, which is filed concurrently herewith.

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (UPRR 1997-D) between Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany, and NBB Green River Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, Attention: General Manager, dated June 24, 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 9, 1997, between the Agent and the Borrower.

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

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	20	6628 and 6636 through 6654, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	10	8152 through 8161, inclusive

RECORDATION NO. 20725-A FILED

JUN 23 '97 1-30PM

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT (UPRR 1997-D)

Memorandum of Mortgage and Security Agreement, made and entered into on June 24, 1997 by and between Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee (*"Security Trustee"*), and NBB Green River Lease Co., Ltd., a Japanese corporation (*"Borrower"*).

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-D) (the *"Mortgage"*), dated June 9, 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 (UPRR 1997-D), dated June 9, 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.

HARRIS TRUST AND SAVINGS BANK

By_____
Name: KEVIN O. HEALEY
Title: SENIOR VICE PRESIDENT

Executed on this 16th day of June, 1997.

NBB GREEN RIVER LEASE CO., LTD.

By_____
Name: Christopher D. Thompson
Title: Attorney-in-Fact

Executed on this ____ day of June, 1997.

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MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT (UPRR 1997-D)

Memorandum of Mortgage and Security Agreement, made and entered into on June 24, 1997 by and between Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee (*"Security Trustee"*), and NBB Green River Lease Co., Ltd., a Japanese corporation (*"Borrower"*).

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-D) (the *"Mortgage"*), dated June 9, 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 (UPRR 1997-D), dated June 9, 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.

HARRIS TRUST AND SAVINGS BANK

By_____
Name:
Title:

Executed on this ____ day of June, 1997.

NBB GREEN RIVER LEASE CO., LTD.

By_____
Name: Christopher D. Thompson
Title: Attorney-in-Fact

Executed on this 17th day of June, 1997.

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STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 16th day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared KEVIN O. HEALEY, who being by me duly sworn, says that (s)he is the SENIOR VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on June 16, 1997 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.

"OFFICIAL SEAL"
T. Muzquiz
Notary Public, State of Illinois
My Commission Expires 7/12/97

T. Muzquiz
Name: T. MUZQUIZ
Notary Public
My Commission Expires: 7-12-97
Residing in COOK

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

On this, the _____ day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB GREEN RIVER LEASE CO., 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 ILLINOIS)
) SS.:
COUNTY OF COOK)

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 HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on June __, 1997 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 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 Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB GREEN RIVER LEASE CO., LTD., that said instrument was signed on June 17, 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.

Donna M. McLernon
Name: DONNA M. McLERNON
Notary Public
My Commission Expires: 9/25/97
Residing in Queens County

DONNA M. McLERNON
Notary Public, State of New York
No. 41-4956837
Qualified in Queens County
Commission Expires 9/25/97

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	20	6628 and 6636 through 6654, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	10	8152 through 8161, inclusive