

CHAPMAN AND CUTLER

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RECORDATION NO. 20735-D FILED

June 26, 1997

JUN 26 '97

1-25 PM

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

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

Dear Mr. Williams:

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

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1997-D), dated June 27, 1997, between First Security, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and Dia Canyon Ltd., as lessor (the "Lessor" or the "Assignor").

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

Security Trustee and Assignee: First Security Bank, National Association,
as Security Trustee
79 South Main Street
Salt Lake City, Utah 84111

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

Counterparts - E. Williams

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary

June __, 1997

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The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document 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 the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1997-D) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and Dia Canyon Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, dated June 27, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated June 27, 1997, the Memorandum of Mortgage and Security Agreement, dated June 27, 1997, the Memorandum of Mortgage Supplement No. 1, dated June 27, 1997 and the Memorandum of Lease Supplement No. 1, dated June ~~27~~²⁷, 1997, which were recorded with the Surface Transportation Board on June ~~27~~²⁷, 1997 at 1:25 p.m. under recordation numbers 20735, 20735-A, 20735-C and 20735-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

Law Offices of
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary
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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/dml
Enclosure

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

1' ON NO. 20735-D
RECORDATION NO. 20735-D FILED
JUN 26 '97 1-10-97

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 1997-D)

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

WITNESSETH:

1. The Lessor and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (BNSF 1997-D) (the "*Lease Agreement*"), dated June 9, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated June 27, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on June 26, 1997 at 1:25 p.m. under recordation numbers 20735 and 20735-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1997-D) (the "*Mortgage*"), dated June 9, 1997, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated June 27, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on June 26, 1997 at 1:25 p.m. under recordation numbers 20735-A and 20735-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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

DIA CANYON LTD.

By  _____

Name: Yoichi Hara

Title: Attorney-in-Fact

Executed on this 19th day of June, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ___ day of June, 1997.

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

DIA CANYON LTD.

By _____

Name: Yoichi Hara

Title: Attorney-in-Fact

Executed on this ___ day of June, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____

Name: **Brett R. King**

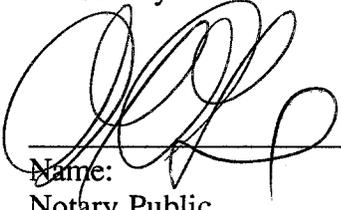
Title: **Assistant Vice President**

Executed on this 19th day of June, 1997.

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

On this, the 19th 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 28, 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

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 _____)

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.

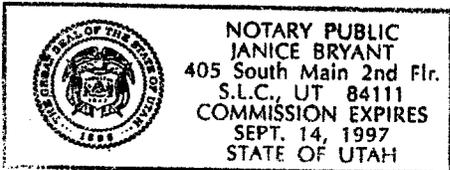
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF 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 _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
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