

# CHAPMAN AND CUTLER

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August 26, 1997

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

RECORDATION NO. 20836-6 FILED

AUG 26 '97

11-25 AM

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

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three 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 Lessor Security Agreement (UPRR 1997-E), dated August 27, 1997, between Dia Prairie Ltd., as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee").

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

Lessee: Union Pacific Railroad Company  
1717 Main Street, Suite 5900  
Dallas, Texas 75201-4605

Lessor: Dia Prairie Ltd.  
c/o Diamond Lease Company Ltd.  
Business Development Department  
7-2 Yaesu 2-chome  
Chuo-ku, Tokyo 104  
Japan

AUG 26 11 21 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement 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

*Kim Bartman*

CHAPMAN AND CUTLER

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 LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, c/o Diamond Lease Company Ltd., Business Development Department, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, and Union Pacific Railroad Company, as Lessee, 1717 Main Street, Suite 5900, Dallas, Texas 75201-4605, dated August 27, 1997, covering certain diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

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 AC 4400 CW Diesel Electric Locomotives	4	6696 through 6699, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	13	8165 and 8167 through 8178, inclusive

## MEMORANDUM OF LESSOR SECURITY AGREEMENT (UPRR 1997-E) AUG 26 '97 11-25 AM

Memorandum of Lessor Security Agreement, made and entered into on August 27, 1997 by and between Dia Prairie Ltd., a Japanese corporation ("Lessor"), and Union Pacific Railroad Company, a Utah corporation ("Lessee").

## WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (UPRR 1997-E), dated August 13, 1997, whereby the Lessor has granted to the Lessee a security interest in certain 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.

DIA PRAIRIE LTD.

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

Executed on this 18<sup>th</sup> day of August, 1997.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of August, 1997.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(UPRR 1997-E)**

Memorandum of Lessor Security Agreement, made and entered into on August 27, 1997 by and between Dia Prairie Ltd., a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

**WITNESSETH:**

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DIA PRAIRIE LTD.

By \_\_\_\_\_  
Name: Yoichi Hara  
Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of August, 1997.

UNION PACIFIC RAILROAD COMPANY

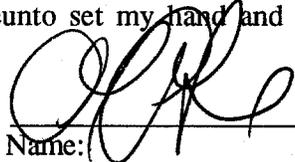
By   
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this 15<sup>th</sup> day of August, 1997.

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

On this, the 18<sup>th</sup> day of August, 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 PRAIRIE LTD., that said instrument was signed on August 18, 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

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF LEHIGH )

On this, the \_\_\_\_ day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August \_\_, 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: Kathleen F. Ownens  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

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

On this, the \_\_\_\_\_ day of August, 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 PRAIRIE LTD., that said instrument was signed on August \_\_, 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.

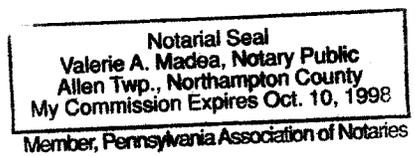
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA)  
 ) SS.:  
COUNTY OF LEHIGH )

On this, the 15<sup>th</sup> day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August 15, 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.

Valerie A. Madea  
Name:  
Notary Public  
My Commission Expires: 10/10/98  
Residing in Pennsylvania



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC 4400 CW Diesel Electric Locomotives	4	6696 through 6699, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	13	8165 and 8167 through 8178, inclusive