

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(SANTA FE TRUST NO. 1996-1)**

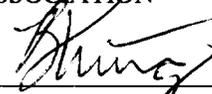
Memorandum of Mortgage and Security Agreement, made and entered into on February 22, 1996 by and between First Security Bank of Utah, National Association, a national banking association, as security trustee ("Security Trustee"), and Dia Brook Ltd., a Japanese corporation ("Borrower").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (Santa Fe Trust No. 1996-1) (the "Mortgage"), dated February 2, 1996, 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 (Santa Fe Trust No. 1996-1), dated February 2, 1996, 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 OF UTAH, NATIONAL
ASSOCIATION

By 
Name: **Brett R. King**
Title: **Trust Officer**

Executed on this 16th day of February, 1996.

DIA BROOK LTD.

By _____
Name: Takahiro Miwa
Title: Attorney-in-Fact

Executed on this ____ day of February, 1996.

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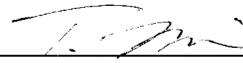
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of February, 1996.

DIA BROOK LTD.

By  _____
Name: Takahiro Miwa
Title: Attorney-in-Fact

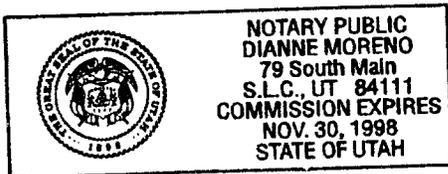
Executed on this 14th day of February, 1996.

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

On this, the 16th day of February, 1996, 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 Trust Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on February 14, 1996 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.

Dianne Moreno



Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

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

On this, the _____ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA BROOK LTD., that said instrument was signed on February __, 1996 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 February, 1996, 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 OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on February __, 1996 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.

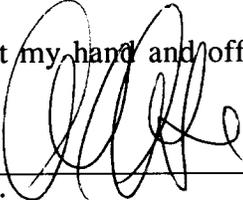
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 14th day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA BROOK LTD., that said instrument was signed on February 14th, 1996 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 G. MORRONE
Notary Public, State of New York
No. 24-4811889
Qualified in Kings County
Commission Expires October 31, 1996