

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144
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February 22, 1996

19943-F

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: The Atchison, Topeka and Santa Fe Railway Company
Leveraged Lease Financing
Santa Fe Trust No. 1996-1

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 Lease Assignment (Santa Fe Trust No. 1996-1), dated February 22, 1996, between First Security Bank of Utah, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and Dia Brook 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 of Utah, National Association,
as Security Trustee
79 South Main Street
Salt Lake City, Utah 84111

Lessor and Assignor: Dia Brook Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager,
Project Development Department

Handwritten notes:
Top: [Signature]
Middle: -
Bottom: [Signature]

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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-one dollars (\$21.00) 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 (Santa Fe Trust No. 1996-1) between First Security Bank of Utah, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and Dia Brook Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated February 22, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated February 22, 1996, the Memorandum of Mortgage and Security Agreement, dated February 22, 1996, the Memorandum of Mortgage Supplement No. 1, dated February 22, 1996 and the Memorandum of Lease Supplement No. 1, dated February 22, 1996, which were recorded with the Surface Transportation Board on February 21, 1996 at 2:10 p.m. under recordation numbers 19943, 19943-A, 19943-C and 19943-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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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/rm
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 75M Diesel Electric Locomotives	11	8253 through 8256, inclusive, 8262, 8264, 8265, 8267 through 8270, inclusive

19943-F

MEMORANDUM OF LEASE ASSIGNMENT
(SANTA FE TRUST NO. 1996-1)

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

WITNESSETH:

1. The Lessor and The Atchison, Topeka and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (Santa Fe Trust No. 1996-1) (the "*Lease Agreement*"), dated February 2, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated February 22, 1996, 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 February 21, 1996 at 2:10 p.m. under recordation numbers 19943 and 19943.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 (Santa Fe Trust No. 1996-1) (the "*Mortgage*"), dated February 2, 1996, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated February 22, 1996, 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 February 21, 1996 at 2:10 p.m. under recordation numbers 19943.A and 19943.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 BROOK LTD.

By T. Miwa

Name: Takahiro Miwa

Title: Attorney-in-Fact

Executed on this 14th day of February, 1996.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____

Name:

Title:

Executed on this ___ day of February, 1996.

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 BROOK LTD.

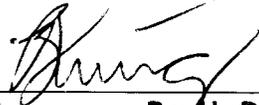
By _____

Name: Takahiro Miwa

Title: Attorney-in-Fact

Executed on this ____ day of February, 1996.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By  _____

Name: **Brett R. King**

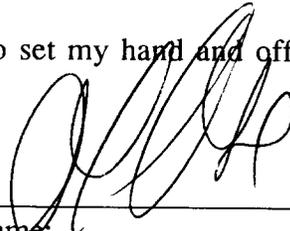
Title: **Trust Officer**

Executed on this 16th day of February, 1996.

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

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 C. MORRONE
Notary Public, State of New York
No. 24-4311890
Qualified in Kings County
Commission Expires October 31, 1996

STATE OF _____)
COUNTY OF _____) SS.:

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 _____)

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.

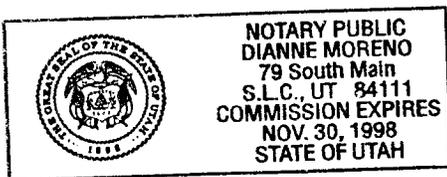
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

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~~ 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 16, 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 _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 75M Diesel Electric Locomotives	11	8253 through 8256, inclusive, 8262, 8264, 8265, 8267 through 8270, inclusive