

CHAPMAN AND CUTLER

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1877-1943  
Henry E Cutler  
1879-1959

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Salt Lake City, Utah 84144  
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July 30, 1996

RECORDATION NO. 20198-1015 FILED 1425

JUL 29 1996 - 8 00 PM

INTERSTATE COMMERCE COMMISSION

JUL 29 2 55 PM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 1996-A

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 (UPRR 1996-A), dated July 30, 1996, between Harris Trust and Savings Bank, as security trustee (the "Security Trustee" or the "Assignee"), and Dia Earth 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:	Harris Trust and Savings Bank, as Security Trustee 311 West Monroe Street Chicago, Illinois 60690
Lessor and Assignor:	Dia Earth Ltd. 7-2 Yaesu 2-chome Chuo-ku, Tokyo 104 Japan Attention: General Manager, Project Development Department

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

*Counter Parts - G. Williams*

CHAPMAN AND CUTLER

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 (UPRR 1996-A) between Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, and Dia Earth Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated July 30, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated July 30, 1996, the Memorandum of Mortgage and Security Agreement, dated July 30, 1996, the Memorandum of Mortgage Supplement No. 1, dated July 30, 1996 and the Memorandum of Lease Supplement No. 1, dated July 30, 1996, which were recorded with the Surface Transportation Board on July ~~29~~<sup>29</sup>, 1996 at ~~2:55~~<sup>2:55</sup> P.m. under recordation numbers 20198, 20198-A, 20198-C and 20198-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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 Electric Company AC 4400 CW Diesel Electric Locomotives	11	6827 through 6837, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	18	8025 through 8042, inclusive

RECORDED 20008 FILED 10.25  
JUL 29 1996 - 3 02 PM

MEMORANDUM OF YEN ASSIGNMENT AGREEMENT  
(UPRR 1996-A)

Memorandum of Yen Assignment Agreement, made and entered into on July 30, 1996, by and between Dia Earth, Ltd., a Japanese corporation ("Assignor"), and The Bank of Tokyo-Mitsubishi, Ltd., a bank organized under the laws of Japan ("Assignee").

WITNESSETH:

1. The Assignor and Union Pacific Railroad Company ("*Lessee*") have entered into that certain Lease Agreement (UPRR 1996-A) (the "*Lease Agreement*"), dated July 19, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated July 30, 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 are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Yen Assignment Agreement (UPRR 1996-A) (the "*Assignment*"), dated July 30, 1996, pursuant to which the Assignor has granted to the Assignee ~~a security interest in~~ all of its right, title and interest in and to the ~~Collateral~~ described therein.  
*Assigned Rights*

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

DIA EARTH LTD.

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

Executed on this 25<sup>th</sup> day of July, 1996.

THE BANK OF TOKYO-MITSUBISHI, LTD.

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

Executed on this \_\_\_ day of July, 1996.

**MEMORANDUM OF YEN ASSIGNMENT AGREEMENT  
(UPRR 1996-A)**

Memorandum of Yen Assignment Agreement, made and entered into on July 30, 1996, by and between Dia Earth, Ltd., a Japanese corporation ("*Assignor*"), and The Bank of Tokyo-Mitsubishi, Ltd., a bank organized under the laws of Japan ("*Assignee*").

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*Assigned Rights*

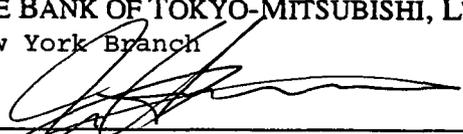
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Yen Assignment Agreement to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA EARTH LTD.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of July, 1996.

THE BANK OF TOKYO-MITSUBISHI, LTD.,  
New York Branch

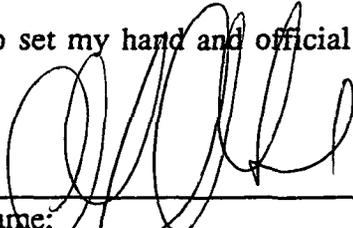
By   
Name: Nobuyuki Hirano  
Title: Joint General Manager

Executed on this 25<sup>th</sup> day of July, 1996.

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

On this, the 25<sup>th</sup> day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that (s)he is the attorney-in-fact of DIA EARTH LTD., that said instrument was signed on July 25<sup>th</sup> 1996 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.

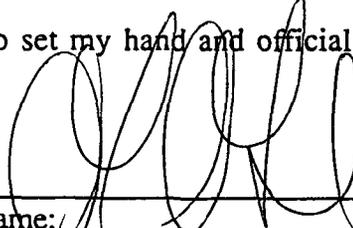
  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

MARIO O MORRONE  
Notary Public, State of New York  
No 02MO4811599  
Qualified in Kings County  
Commission Expires Oct. 31, 1996

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

On this, the 25<sup>th</sup> day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared Nobuyuki Hirano, who being by me duly sworn, says that (s)he is the Joint General Manager of THE BANK OF TOKYO-MITSUBISHI, LTD., that said instrument was signed on July 25<sup>th</sup> 1996 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 \_\_\_\_\_

MARIO O MORRONE  
Notary Public, State of New York  
No 02MO4811599  
Qualified in Kings County  
Commission Expires Oct. 31, 1996

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