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ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
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(202) 393-2266

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July 30, 1996

RECORDATION NO. 20198-G FILED 1425

JUL 30 1996 9:50 AM

INTERSTATE COMMERCE COMMISSION

JUL 30 9 50 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Dollar Account Pledge Agreement (UPRR 1996-A), dated July 30, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and the other secondary documents filed therewith under Recordation Number 20198.

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

Borrower: Dia Earth Ltd.  
7-2 Yaesu 2-chome  
Chuo-ku, Tokyo 104  
Japan  
Attn: General Manager, Project Development  
Department

Agent: Kreditanstalt Für Wiederaufbau  
Palmengartenstrasse 5-9  
60325 Frankfurt am Main, Germany

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A thereto.

*Counterparts -*

Mr. Vernon A Williams  
July 30, 1996  
Page 2

A short summary of the enclosed document to appear in the index is:

Memorandum of Dollar Account Pledge Agreement (UPRR 1996-A) between Kreditanstalt fur Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany, and Dia Earth Ltd , as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated July 30, 1996, relating to the grant by the Borrower to the Agent of a security interest in the Borrower's right, title and interest in and to the Dollar Account described in the Dollar Account Pledge Agreement, dated July 30, 1996, between the Agent and the Borrower.

Also enclosed is a check in the amount of \$21 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/khb  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

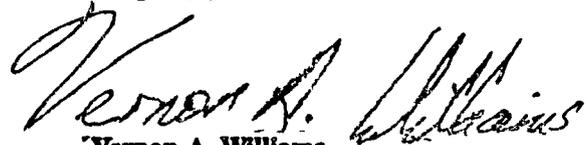
7/30/96

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/30/96 at 9:55AM, and assigned recordation number(s). 20198-G.

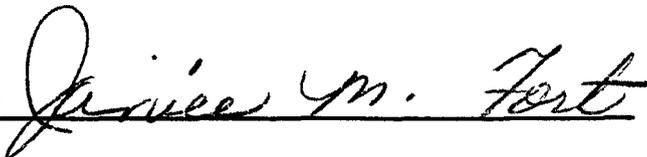
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 20198-G FILED 1123

JUL 30 1996 9 55 AM

**MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT  
(UPRR 1996-A)**

Memorandum of Dollar Account Pledge Agreement, made and entered into on July 30, 1996 by and between Dia Earth Ltd., a Japanese corporation ("*Borrower*"), and Kreditanstalt für Wiederaufbau ("*Agent*").

**WITNESSETH:**

The undersigned have entered into that certain Dollar Account Pledge Agreement (UPRR 1996-A) (the "*Pledge Agreement*"), dated July 19, 1996, by which the Borrower has pledged, assigned, and granted to the Agent a security interest in, all of the Borrower's right, title and interest in and to the Dollar Account described in said Pledge Agreement.

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 EARTH LTD.

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

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

KREDITANSTALT FUR WIEDERAUFBAU

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

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

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

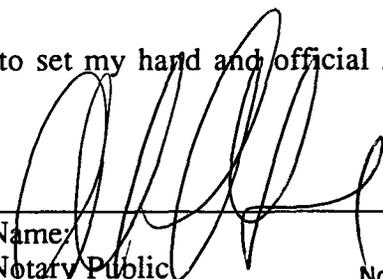
Executed on this \_\_\_\_ day of July, 1996.



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

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, 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 \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of July, 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 KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on July \_\_, 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 \_\_\_\_\_

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

On this, the \_\_\_\_ day of July, 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 DIA EARTH LTD., that said instrument was signed on July \_\_, 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 \_\_\_\_\_

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

On this, the 24th day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared Michael Jung, who being by me duly sworn, says that ~~(s)~~he is the Vice President of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on July 24, 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.

Remi Bissu  
Name: Remi Bissu  
Notary Public  
My Commission Expires: 3/6/97  
Residing in New York



REMI BISSU  
Notary Public, State of New York  
No. 01B15040125  
Qualified in Kings County  
Commission Expires March 6, 1997

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

On this, the 24th day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared Christiane Levermann, who being by me duly sworn, says that (s)he is the Sr. Project Manager of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on July 24, 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.

Remi Bissu  
Name: Remi Bissu  
Notary Public  
My Commission Expires: 3/6/97  
Residing in New York



REMI BISSU  
Notary Public, State of New York  
No. 01BI5040125  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires March 6, 1997

**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