

CHAPMAN AND CUTLER

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August 29, 1996

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

20246 LD, EIF
RECORDATION NO. FILED 1425
AUG 28 1996 - 9 22 AM

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

INTERSTATE COMMERCE COMMISSION

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-B), dated August 29, 1996, between Harris Trust and Savings Bank, as security trustee (the "Security Trustee" or the "Assignee"), and Dia Continent 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 Continent 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 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

Counter parts - 3

CHAPMAN AND CUTLER

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (UPRR 1996-B) between Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, and Dia Continent Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated August 29, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated August 29, 1996, the Memorandum of Mortgage and Security Agreement, dated August 29, 1996, the Memorandum of Mortgage Supplement No. 1, dated August 29, 1996, and the Memorandum of Lease Supplement No. 1, dated August 29, 1996, which were recorded with the Surface Transportation Board on August 29, 1996 at 9:35 a.m. under recordation numbers 20246, 20246-A, 20246-C and 20246-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 AC 4400 CW Diesel Electric Locomotives	14	7012, 7048 through 7060, inclusive
General Electric AC 6000 CW Diesel Electric Locomotives	6	7003 through 7008, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	5	8050 through 8054, inclusive

20246 - 7
RECORDATION NO. _____ FILED 1420

MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1996-B)

AUG 8 1996 - 9 30 AM

Memorandum of Lease Assignment, made and entered into on August 29, 1996, by and between Dia Continent Ltd., a Japanese corporation ("Lessor"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("Security Trustee").

WITNESSETH:

1. The Lessor and Union Pacific Railroad Company ("Lessee") have entered into that certain Lease Agreement (UPRR 1996-B) (the "Lease Agreement"), dated August 19, 1996, and Lease Supplement No. 1 (the "Lease Supplement") thereto, dated August 29, 1996, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

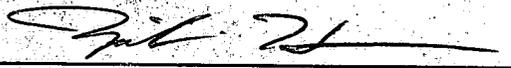
2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on August 29, 1996 at 9:25 a.m. under recordation numbers 20246 and 20246 B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1996-B) (the "Mortgage"), dated August 19, 1996, and Mortgage Supplement No. 1 (the "Mortgage Supplement") thereto, dated August 29, 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 August 29, 1996 at 9:25 a.m. under recordation numbers 20246 A and 20246 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 CONTINENT LTD.

By 

Name: Yoichi Hara

Title: Attorney-in-Fact

Executed on this 21st day of August, 1996.

HARRIS TRUST AND SAVINGS BANK

By _____

Name:

Title:

Executed on this ___ day of August, 1996.

**MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1996-B)**

Memorandum of Lease Assignment, made and entered into on August 29, 1996, by and between Dia Continent Ltd., a Japanese corporation ("*Lessor*"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*").

WITNESSETH:

1. The Lessor and Union Pacific Railroad Company ("*Lessee*") have entered into that certain Lease Agreement (UPRR 1996-B) (the "*Lease Agreement*"), dated August 19, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated August 29, 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 August 28, 1996 at 9:25 a.m. under recordation numbers 70246 and 70246 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 (UPRR 1996-B) (the "*Mortgage*"), dated August 19, 1996, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated August 29, 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 August 28, 1996 at 9:25 a.m. under recordation numbers 70246 A and 70246 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 CONTINENT LTD.

By _____

Name:

Title: Attorney-in-Fact

Executed on this ___ day of August, 1996.

HARRIS TRUST AND SAVINGS BANK

By J. Bartolini

Name: J. BARTOLINI

Title: VICE PRESIDENT

Executed on this 16th day of August, 1996.

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

On this, the ____ day of August, 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 Attorney-in-Fact of DIA CONTINENT LTD., that said instrument was signed on August ____, 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 ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 16th day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared J. BARTOLINI, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on August 16, 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 _____

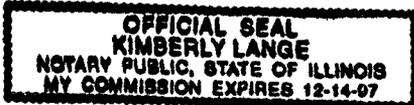


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