

CHAPMAN AND CUTLER

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

Theodore S Chapman
1877-1943
Henry E Cutler
1879-1959

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

RECORDATION NO. 20557
FEB 26 1997 - 1 55 PM '97
ABC
F&G

February 26, 1997

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

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1997-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows.

(1) Memorandum of Lease Agreement (UPRR 1997-A), dated February 27, 1997, between Dia Horizon Ltd, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"), and

(2) Memorandum of Mortgage and Security Agreement (UPRR 1997-A), dated February 27, 1997, between the Lessor, as borrower (the "Borrower"), and Harris Trust and Savings Bank, as security trustee (the "Security Trustee").

The secondary documents are as follows.

(1) Memorandum of Lease Supplement No. 1 (UPRR 1997-A), dated February 27, 1997, between the Lessee and the Lessor;

(2) Memorandum of Mortgage Supplement No 1 (UPRR 1997-A), dated February 27, 1997, between the Lessor, as Borrower, and the Security Trustee,

(3) Memorandum of Dollar Account Pledge Agreement (UPRR 1997-A), dated February 27, 1997, between Kreditanstalt fur Wiederaufbau ("KfW"), as agent (the "Agent"), and the Lessor, as Borrower; and

(4) Memorandum of Yen Assignment Agreement (UPRR 1997-A), dated February 27, 1997, between the Lessor, as assignor (the "Assignor"), and The Bank of Tokyo-Mitsubishi, Ltd., as assignee (the "Assignee").

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 26 1 54 PM '97

Counterpart - K. Bartman

RECORDATION NO. 2551-A FILED 1425
FEB 26 1997 - 1 55 PM

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(UPRR 1997-A)**

Memorandum of Mortgage and Security Agreement, made and entered into on February 27, 1997 by and between Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*"), and Dia Horizon Ltd., a Japanese corporation ("*Borrower*").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-A) (the "*Mortgage*"), dated February 19, 1997, 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 (UPRR 1997-A), dated February 19, 1997, 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.

HARRIS TRUST AND SAVINGS BANK

By 
Name: J. BARTOLINI
Title: VICE PRESIDENT

Executed on this 27th day of February, 1997.

DIA HORIZON LTD.

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

Executed on this ____ day of February, 1997.

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(UPRR 1997-A)**

Memorandum of Mortgage and Security Agreement, made and entered into on February 27, 1997 by and between Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*"), and Dia Horizon Ltd., a Japanese corporation ("*Borrower*").

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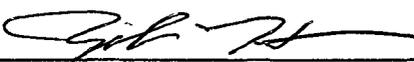
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

HARRIS TRUST AND SAVINGS BANK

By _____
Name:
Title:

Executed on this ____ day of February, 1997.

DIA HORIZON LTD

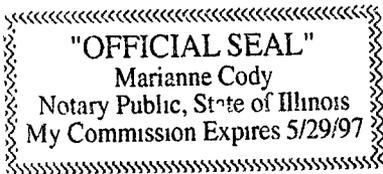
By  _____
Name: Yoichi Hara
Title: Attorney-in-Fact

Executed on this 24th day of February, 1997.

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this, the 24th day of February, 1997, 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 February 14, 1997 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.



Marianne Cody
Name: MARIANNE CODY
Notary Public
My Commission Expires: 5/29/97
Residing in Cook County

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

On this, the _____ day of February, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA HORIZON LTD., that said instrument was signed on February __, 1997 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 _____

EXHIBIT A

.UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	11	8075 through 8084, inclusive, and 8088