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FEB 27 1997

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Salt Lake City, Utah 84144
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February 17, 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

RECEIVED
SURFACE TRANSPORTATION BOARD
FEB 23 1 54 PM '97

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").

Counterpart - K. Bennett

Law Offices of

CHAPMAN AND CUTLER

RECORDATION NO. 20557-1
FEB 26 1997 - 1 55 PM '97
A B C D
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February 26, 1997

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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").

Counterpart - K. Bartman

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1
(UPRR 1997-A)

Memorandum of Mortgage Supplement No. 1, 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:

1. 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 to the Security Trustee in order to secure the Borrower's performance of certain 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.

2. A memorandum of said Mortgage is 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 Mortgage Supplement No. 1 (UPRR 1997-A), dated February 27, 1997, relating to the above-described Mortgage and extending the Borrower's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

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 J. Bartolini
Name: J. BARTOLINI
Title: VICE PRESIDENT

Executed on this 24th day of February, 1997.

DIA HORIZON LTD.

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

Executed on this ____ day of February, 1997.

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