

FEB 26 1997 -1 55 PM '97

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

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

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

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

February 26, 1997

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 26 1 54 PM '97

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").

Chamberpart - K. Bartman

FEB 6 1997 -2 00 PM

MEMORANDUM OF YEN ASSIGNMENT AGREEMENT
(UPRR 1997-A)

Memorandum of Yen Assignment Agreement, made and entered into on February 27, 1997, by and between Dia Horizon Ltd., a Japanese corporation ("Assignor"), and The Bank of Tokyo-Mitsubishi, Ltd., a bank organized under the laws of Japan ("Assignee").

WITNESSETH:

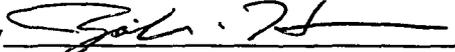
1. The Assignor and Union Pacific Railroad Company ("Lessee") have entered into that certain Lease Agreement (UPRR 1997-A) (the "Lease Agreement"), dated February 19, 1997, and Lease Supplement No. 1 (the "Lease Supplement") thereto, dated February 27, 1997, covering certain locomotives bearing road 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 1997-A) (the "Assignment"), dated February 27, 1997, pursuant to which the Assignor has granted to the Assignee all of its right, title and interest in and to the Assigned Rights described therein.

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 HORIZON LTD.

By Name: Yoichi Hara
Title: Attorney-in-FactExecuted on this 27th day of February, 1997.

THE BANK OF TOKYO-MITSUBISHI, LTD.

By _____

Name:
Title: Attorney-in-Fact

Executed on this ___ day of February, 1997.

**MEMORANDUM OF YEN ASSIGNMENT AGREEMENT
(UPRR 1997-A)**

Memorandum of Yen Assignment Agreement, made and entered into on February 27, 1997, by and between Dia Horizon 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 1997-A) (the "*Lease Agreement*"), dated February 19, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated February 27, 1997, 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 1997-A) (the "*Assignment*"), dated February 27, 1997, pursuant to which the Assignor has granted to the Assignee all of its right, title and interest in and to the Assigned Rights described therein.

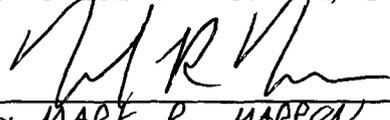
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Yen Assignment Agreement to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA HORIZON LTD.

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

Executed on this ___ day of February, 1997.

THE BANK OF TOKYO-MITSUBISHI, LTD.

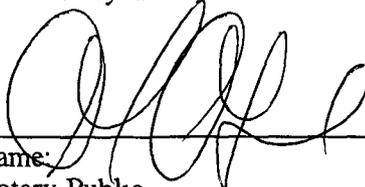
By  _____
Name: MARK R. MAROON
Title: Attorney-in-Fact

Executed on this 27 day of February, 1997.

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

On this, the 24th 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 24, 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 _____

MARIO O. MORRONE
Notary Public, State of New York
No. 02M04811599
Qualified in Kings County
Commission Expires Oct. 31, 1998

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

On this, the ____ day of February, 1997, 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 THE BANK OF TOKYO-MITSUBISHI, LTD., that said instrument was signed on February __, 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.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

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

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.

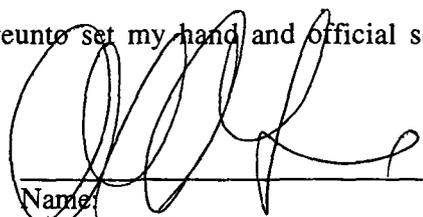
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 24th day of February, 1997, before me, a Notary Public in and for said County and State, personally appeared MARK MARRON, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of THE BANK OF TOKYO-MITSUBISHI, LTD., that said instrument was signed on February 24, 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.



Name: **MARIO O. MORRONE**
Notary Public, State of New York
No. 02M04811599
Qualified in Kings County
Commission Expires Oct. 31, 1998
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