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RECORDATION NO. 557 ABCD
FEB 26 1997 -1 55 F & G

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

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Phoenix, Arizona 85004
(602) 256-4060

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

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 26 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").

K. Bartman
transport -

RECORDATION 20557-G FILED 1495

FEB 27 1997 - 10 35 AM

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT (UPRR 1997-A)

Memorandum of Dollar Account Pledge Agreement, made and entered into on February 27, 1997 by and between Dia Horizon Ltd., a Japanese corporation ("Borrower"), and Kreditanstalt fur Wiederaufbau ("Agent").

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (UPRR 1997-A) (the "Pledge Agreement"), dated February 19, 1997, 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 HORIZON LTD

By [Signature] Name: Yoichi Hara Title: Attorney-in-Fact

Executed on this 24th day of February, 1997.

KREDITANSTALT FUR WIEDERAUFBAU

By _____ Name: Title:

Executed on this ____ day of February, 1997.

By _____ Name: Title:

Executed on this ____ day of February, 1997.

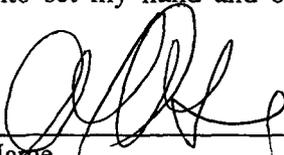
20557-6

10:35

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

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. 02MO4811599
Qualified in Kings County
Commission Expires Oct. 31, 1998

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

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 _____ of KREDITANSTALT FÜR WIEDERAUFBAU, 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 _____

**MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT
(UPRR 1997-A)**

Memorandum of Dollar Account Pledge Agreement, made and entered into on February 27, 1997 by and between Dia Horizon Ltd., a Japanese corporation ("*Borrower*"), and Kreditanstalt für Wiederaufbau ("*Agent*").

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (UPRR 1997-A) (the "*Pledge Agreement*"), dated February 19, 1997, 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 HORIZON LTD.

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

Executed on this ____ day of February, 1997.

KREDITANSTALT FÜR WIEDERAUFBAU

By _____
Name: Michael Jung
Title: Vice President

Executed on this 24th day of February, 1997.

By _____
Name: Martin Hertz
Title: Senior Project Manager

Executed on this 24th day of February, 1997.

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 Michael Jung, who being by me duly sworn, says that (s)he is the Vice President of KREDITANSTALT FUR WIEDERAUFBAU, 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.

Yasuko Noguchi
Name:
Notary Public
My Commission Expires:
Residing in _____
YASUKO NOGUCHI
Notary Public, State of New York
No. 24-4755905
Qualified in Kings County
Certificate Filed in New York County
Commission Expires October 11, 1998

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 Martin Metz, who being by me duly sworn, says that (s)he is the Sr. Project Mgr. of KREDITANSTALT FUR WIEDERAUFBAU, 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: YASUKO NOGUCHI
Notary Public Notary Public, State of New York
My Commission Expires: No. 24-4755985
Residing in Qualified in Kings County
~~Certificate Filed in New York County~~
~~Commission Expires October 11, 1998~~

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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

2/27/97

Chapman and Cutler
111 West Monroe Street
Chicago, IL. 60603-4080

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 2-27-97 at 10:35 AM , and assigned recordation number(s). 20557-G.

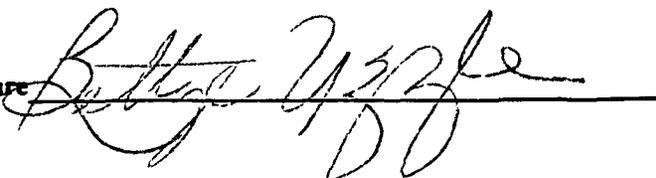
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 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


Betty Yaffe