

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1995-F)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of June 29, 1995 among Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Owner Trustee*"), and First Security Bank of Utah, National Association, as Indenture Trustee, a national banking association ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-F) (the "*Trust Indenture*"), dated as of June 15, 1995, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BN 1995-F), dated June 29, 1995, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing reporting marks as listed on Exhibit A attached hereto.

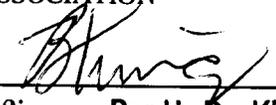
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of June, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

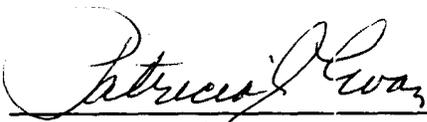
By  _____
Name: **Brett R. King**
Title: **Trust Officer**

Executed on this 29th day of June, 1995.

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 23rd day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan who being by me duly sworn, says that (s)he is the Sr. Fin. Svs. Of of WILMINGTON TRUST COMPANY, that said instrument was signed on June 23, 1995 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: Patricia A. Evans
Notary Public
My Commission Expires: 4/20/99
Residing in Wilmington, Delaware

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

On this, the _____ day of June, 1995, 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 FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on June __, 1995 on behalf of said association 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 association.

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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of June, 1995, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on June __, 1995 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 Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 29th day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the TRUST OFFICER of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on June 29, 1995 on behalf of said association 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 association.

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

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

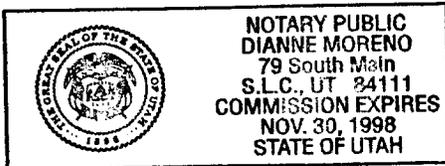


EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|-----------------------------|----------|--|
| New SD70M-AC Locomotives | 9 | BN 9571 through BN 9575, inclusive BN 9577 through BN 9580, inclusive |