



**MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (BN 1995-G)**

Memorandum of Lease Supplement No. 1 made and entered into as of June 29, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BN 1995-G) (the "*Lease Agreement*"), dated as of June 15, 1995, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (BN 1995-G), dated June 29, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain aluminum open top trough train cars, aluminum covered hopper cars and enclosed bi-level auto racks bearing reporting marks as listed on Exhibit A attached hereto.

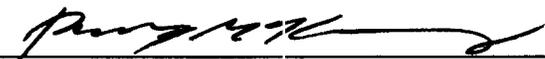
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 1995.

BURLINGTON NORTHERN RAILROAD  
COMPANY

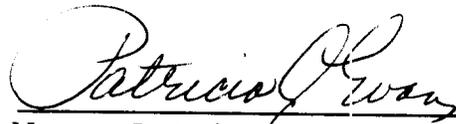
By   
Name: Robert F. McKenney  
Title: Senior Vice President and Treasurer

Executed on this 26th 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 \_\_\_\_ day of June, 1995, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed and sealed on June \_\_, 1995, on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

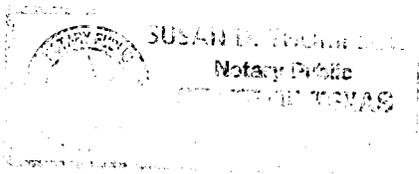
By \_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires: \_\_\_\_\_

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 26th day of June, 1995, before me personally appeared Robert F. McKenney to me personally known, who being by me duly sworn, says that he is a Senior Vice President and Treasurer of Burlington Northern Railroad Company, that said instrument was signed and sealed on June 26, 1995, 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.



By Susan D. Thompson  
Notary Public

(SEAL)

My Commission Expires: 6/6/98

**EXHIBIT A**

EQUIPMENT	UNITS	REPORTING MARKS
Aluminum Open Top Trough Train Cars	23	BN 552000 through BN 552022, inclusive
Aluminum Covered Hopper Cars	10	BN 485020 through BN 485029, inclusive
Enclosed Bi-Level Auto Racks	134	BN 20855 through BN 20988, inclusive