

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNRR 1995-K)**

Memorandum of Lease Supplement No. 1 made and entered into on December 27, 1995 by and between NBB Albuquerque Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (BNRR 1995-K) (the "*Lease Agreement*"), dated December 27, 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 (BNRR 1995-K), dated December 27, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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.

NBB ALBUQUERQUE LEASE CO., LTD.

By _____
Name: Leonard B. Shavel
Title: Attorney-in-Fact

Executed on this ____ day of December,
1995.

[CORPORATE SEAL]

BURLINGTON NORTHERN RAILROAD
COMPANY

By Paul J. Weyandt
Name: Paul J. Weyandt
Title: Assistant Vice President
& Assistant Treasurer

Executed on this 20th day of December,
1995.

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

On this, the 20th day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Leonard B. Shavel, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB ALBUQUERQUE LEASE CO., LTD., that said instrument was signed on December 20, 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.

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

DONNA M. McLERNON
Notary Public, State of New York
No. 41-1000937
Qualified in Queens County
Commission Expires 9/25/97

Donna M. McLernon
Name: DONNA M. McLEARNON
Notary Public
My Commission Expires: 9/25/97
Residing in Queens County

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

On this, the _____ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President & Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December __, 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.

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 December, 1995, before me, a Notary Public in and for said County and State, personally appeared Leonard B. Shavel, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB ALBUQUERQUE LEASE CO., LTD., that said instrument was signed on December __, 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.

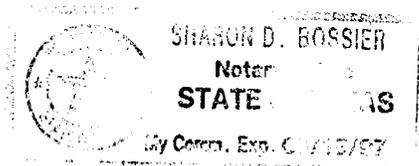
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Texas)
) SS.:
COUNTY OF Tarrant)

On this, the 20 day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President & Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December 20 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.

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



Sharon D. Bossier
Name:
Notary Public
My Commission Expires:
Residing in Benbrook, TX

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	24	BN 9652; BN 9657; BN 9688 through BN 9698, inclusive; BN 9700 through BN 9710, inclusive