

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT
(BNRR 1995-K)

Memorandum of Dollar Account Pledge Agreement, made and entered into as of December 27, 1995 by and between NBB Albuquerque Lease Co., Ltd., a Japanese corporation ("*Borrower*"), and Kreditanstalt für Wiederaufbau ("*Agent*").

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (BNRR 1995-K) (the "*Pledge Agreement*"), dated December 27, 1995, by which Borrower pledged, assigned, and granted to 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.

NBB ALBUQUERQUE LEASE CO., LTD.

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

Executed on this ____ day of December, 1995.

KREDITANSTALT FÜR WIEDERAUFBAU

By _____
Name:
Title:

Executed on this ____ day of December, 1995.

By _____
Name:
Title:

Executed on this ____ 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. 41-4830037
Qualified in Queens County
Commission Expires 9/25/97

Donna M. McLernon
Name: DONNA M. McLERNON
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 _____, who being by me duly sworn, says that (s)he is the _____ of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on December __, 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 _____

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WITNESSETH:

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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 24th day of December, 1995.

KREDITANSTALT FÜR WIEDERAUFBAU

By _____
Name: Michael Jung
Title: Vice President

Executed on this ____ day of December, 1995.

By _____
Name: Bernd Bockhoff
Title: Project Manager

Executed on this 24th day of December, 1995.

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

On this, the 20th day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Michael Jung, who being by me duly sworn, says that ~~he~~ he is the Vice President of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on December 20, 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.

Remi Bissu

Name:
Notary Public
My Commission Expires:
Residing in _____

REMI BISSU
Notary Public, State of New York
No. 01B15040125
Qualified in Kings County
Certificate Filed in New York Co.

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

On this, the 20th day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Bernel Beckhoit, who being by me duly sworn, says that ~~she~~he is the Project Manager of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on December 20, 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.

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

STATE OF NEW YORK
Notary Public, State of New York
No. 01815040125
Qualified in Kings County
Commission Expires 12/31/98

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	24	BN 9662; BN 9667; BN 9688 through BN 9698, inclusive; BN 9700 through BN 9710, inclusive