MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1994-I)

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 20, 1994 by and between 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-I) (the *"Trust Indenture"*), dated as of December 20, 1994, by which the Owner Trustee has granted a security interest in certain locomotives bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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: W. Chris Sponenberg
Title: Financial Services Officer

Executed on this 15 day of December, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

By_____
Name:
Title:

Executed on this ___ day of December, 1994.

19100-A
RECORDATION NO. _____ FILED 1425

DEC 19 1994 -12 15 PM

INTERSTATE COMMERCE COMMISSION

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

On this, the 15th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Fin. Svs. Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 15, 1994 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.

Patricia A. Evans

Name: Patricia A. Evans
Notary Public
My Commission Expires: April 20, 1995
Residing in Wilmington, Delaware

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

On this, the ____ day of December, 1994, 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 December __, 1994 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 _____

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1994-I)

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 20, 1994 by and between 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:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-I) (the *"Trust Indenture"*), dated as of December 20, 1994, by which the Owner Trustee has granted a security interest in certain locomotives bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

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 December, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

By_____
Name: Brett R. King
Title: Trust Officer

Executed on this 15 day of December, 1994.

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

On this, the _____ day of December, 1994, 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 December __, 1994 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 ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 15th day of December, 1994, 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 December 15, 1994 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_____

OFFICIAL SEAL
CAROL ANN BARNUM
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. SEPT 30,1998

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	14	BN 9474 through BN 9487, inclusive