RECORDATION NO. 19101-B

DEC 1 9 1994 -12 15 PM

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (BN 1994-J)

Memorandum of Lease Supplement No. 1 made and entered into as of December 20, 1994 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 1994-J) (the *"Lease Agreement"*), dated as of December 20, 1994, 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 1994-J), dated December 20, 1994, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railcars 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: W. Chris Sponenberg
Title: Financial Services Officer

Executed on this 15 day of December, 1994.

BURLINGTON NORTHERN RAILROAD COMPANY

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

Executed on this ____ day of December, 1994.

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 Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on December __, 1994 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 _____

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (BN 1994-J)

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3. The undersigned have entered into that certain Lease Supplement No. 1 (BN 1994-J), dated December 20, 1994, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railcars 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 December, 1994.

BURLINGTON NORTHERN RAILROAD COMPANY

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

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 TEXAS)
) SS.:
COUNTY OF TARRANT)

On this, the 15th day of December, 1994, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on December15, 1994 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.

Susan D. Thompson
Name:
Notary Public
My Commission Expires:
Residing in_____

SUSAN D. THOMPSON
Notary Public
STATE OF TEXAS
My Comm. Exp. 06/06/98

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New Husky Stacks®	200	BN 63000 through BN 63199, inclusive
New Maxi-Stack III Cars®	80	BN 65000 through BN 65079, inclusive