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

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of December 20, 1994 among 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:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-J) (the "Trust Indenture"), dated as of December 20, 1994, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BN 1994-J), dated December 20, 1994, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to 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 [Signature]
Name: W. Chris Sponenberg
Title: Financial Services Officer

Executed on this 15 day of December, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

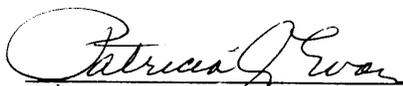
By \_\_\_\_\_
Name:
Title:

Executed on this \_\_\_ day of December, 1994.

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.



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 SUPPLEMENT NO. 1  
(BN 1994-J)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of December 20, 1994 among 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:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-J) (the "*Trust Indenture*"), dated as of December 20, 1994, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture 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 Trust Indenture Supplement No. 1 (BN 1994-J), dated December 20, 1994, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to railcars bearing reporting marks as listed on Exhibit A attached hereto.

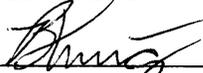
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

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

Executed on this \_\_\_\_ day of December, 1994.

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.

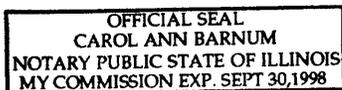
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
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.



Carol Ann Barnum  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

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