

RECORDATION NO. 18996  
FILED 1895  
SEP 28 1994 - 11:30 AM  
INTERSTATE COMMERCE COMMISSION

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

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 15, 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:**

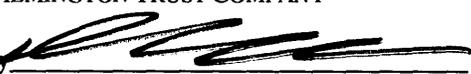
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-C) (the "*Trust Indenture*"), dated as of September 15, 1994, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain 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-C), dated September 29, 1994, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives and 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: NORMA P. CLOSS  
Title: VICE PRESIDENT

Executed on this 23rd day of September, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

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

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

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WILMINGTON TRUST COMPANY

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

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

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Trust Officer

Executed on this 23<sup>rd</sup> day of September, 1994.

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

On this, the 23 day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Norma P. Cross, who being by me duly sworn, says that (s)he is the ~~VICE PRESIDENT~~ of WILMINGTON TRUST COMPANY, that said instrument was signed on September 23, 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.

Sonja F. Allen  
Name: Sonja F. Allen  
Notary Public  
My Commission Expires: May 30, 1996  
Residing in Wilmington, DE  
SONJA F. ALLEN  
NOTARY PUBLIC  
My Commission expires May 30, 1996

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of September, 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 September \_\_, 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 \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 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 September \_\_, 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.

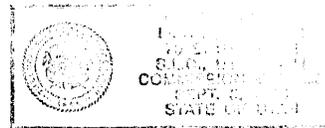
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 23rd day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Brett H. 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 September 23, 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.

Jesse A. Brighton  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
New SD70M-AC Locomotives	11	BN 9448 through BN 9458, inclusive
New Covered Hopper Cars	233	BN 469267 through BN 469499, inclusive
New Aluminum Coal Cars	418	BN 535042 through BN 535459, inclusive