

RECORDATION NO. 18997 -B  
FILED 1225  
SEP 28 1994 - 11:30 AM  
INTERSTATE COMMERCE COMMISSION

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

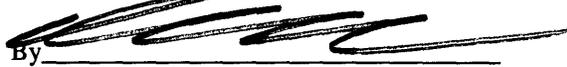
Memorandum of Lease Supplement No. 1 made and entered into as of September 15, 1994 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Lessor*") and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BN 1994-D) (the "*Lease Agreement*"), dated as of September 15, 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-D), dated September 29, 1994, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By \_\_\_\_\_

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

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

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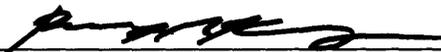
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

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

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

BURLINGTON NORTHERN RAILROAD  
COMPANY

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

Executed on this 26th day of September, 1994.

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this, the 23 day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Norma P. Closs, 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.

*Paula M. Sulecki*

Name: PAULA M. SULECKI  
Notary Public NOTARY PUBLIC  
My Commission Expires April 14, 1996  
Residing in Wilmington Delaware

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 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.

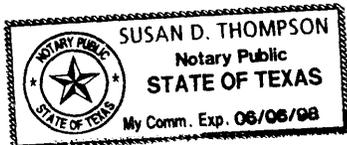
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

STATE OF TEXAS )  
 ) SS.:  
COUNTY OF TARRANT )

On this, the 26<sup>th</sup> day of September, 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 September 26, 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 \_\_\_\_\_

**EXHIBIT A**

**UNITS**

| <b>EQUIPMENT</b>         | <b>QUANTITY</b> | <b>REPORTING MARKS</b>                    |
|--------------------------|-----------------|---|
| New SD70M-AC Locomotives | 11              | BN 9400 through<br>BN 9410, inclusive     |
| New Covered Hopper Cars  | 152             | BN 469000 through<br>BN 469151, inclusive |
| New Aluminum Coal Cars   | 182             | BN 534860 through<br>BN 535041, inclusive |