

18997-0
RECORDATION NO. _____ FILED 1424
SEP 28 1994 - 11:00 AM
INTERSTATE COMMERCE COMMISSION

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

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-D) (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-D), 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:
Title: NORMA P. CLOSS
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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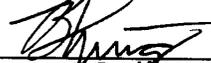
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of September, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

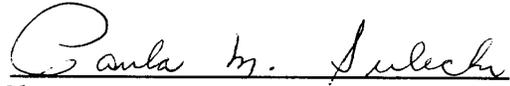
By  _____
Name: Brett R. King
Title: Trust Officer

Executed on this 3rd 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.


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 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 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 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.

Yvonne A. Brighton
Name:
Notary Public
My Commission Expires:
Residing in _____



EXHIBIT A

UNITS

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