RECORDATION NO. 18997-F FILED 1425
MAR 14 1995 11 40 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BN 1994-D)

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of March 16, 1995 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 was recorded with the Interstate Commerce Commission on September 28, 1994 (recordation number 18997-A) pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BN 1994-D), dated March 16, 1995, amending, but not otherwise affecting the Equipment subject to, the above-described Trust Indenture.

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: Donald G. MacKelcan
Title: Senior Financial Services Officer

Executed on this 10th day of March, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

By_____
Name:
Title:

Executed on this ___ day of March, 1995.

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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 March, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

By_____
Name: Brett R. King
Title: Trust Officer

Executed on this 10th day of March, 1995.

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

On this, the 10th day of March, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan, who being by me duly sworn, says that (s)he is the Sr. Financial Service Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on March 10, 1995 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.

Kathleen A. Padelini
Name:
Notary Public
My Commission Expires: 10/31/98
Residing in Wilmington, Delaware

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 1995, 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 March __, 1995 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 March, 1995, 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 March __, 1995 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 10th day of March, 1995, 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 March 10, 1995 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.

Mele V Fonua
Name:
Notary Public
My Commission Expires:
Residing in_____

NOTARY PUBLIC
MELE V FONUA
79 South Main
S.L.C., UT 84111
COMMISSION EXPIRES
OCT. 3, 1998
STATE OF UTAH