

RECORDATION NO. 18998 -B
FD 1425

SEP 28 1994 - 11:30 AM

INTERSTATE COMMERCE COMMISSION

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

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-E) (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-E), 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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WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of September, 1994.

BURLINGTON NORTHERN RAILROAD
COMPANY

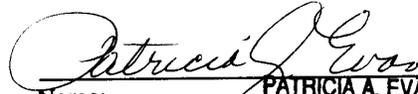
By 
Name: Robert F. McKenney
Title: Senior Vice President and Treasurer

Executed on this 26th day of September, 1994.

STATE OF Delaware)
)
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. 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: PATRICIA A. EVANS
Notary Public NOTARY PUBLIC
My Commission Expires April 20, 1995
Residing in Wilmington

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 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 __, 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.

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 26th 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 _____

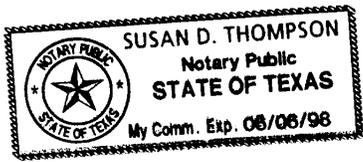


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	8	BN 9440 through BN 9447, inclusive