

19499-F

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2  
(BN 1995-B)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of September 26, 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:**

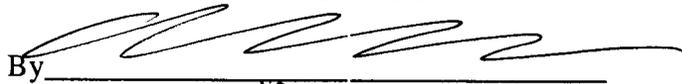
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-B) (the "*Trust Indenture*"), dated as of June 15, 1995, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on June 29, 1995 under Recordation Number 19499-A.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BN 1995-B), dated September 26, 1995, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives 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 12<sup>th</sup> day of September, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION

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

Executed on this \_\_\_ day of September, 1995.

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WILMINGTON TRUST COMPANY

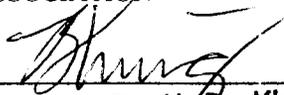
By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of September, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_

Name: **Brett R. King**

Title: **Trust Officer**

Executed on this 17<sup>th</sup> day of September, 1995.

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

On this, the 12th day of September, 1995, 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 12 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.

*Paula M. Sulecki*

Name: Paula M. Sulecki **PAULA M. SULECKI**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires: My commission expires April 14, 1996  
Residing in Wilmington, DE

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

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

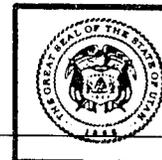
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

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

On this, the 12th day of September, 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 September 12, 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.

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



NOTARY PUBLIC  
ANDREA FREDRICKSON  
79 South Main 3rd Fl  
S.L.C., UT 84111  
COMMISSION EXPIRES  
JUNE 15, 1999  
STATE OF UTAH

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	4	BN 9584 through BN 9587, inclusive