RECORDATION NO. 19501-B FILED 1995

JUN 29 1995 10:25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (BN 1995-D)

Memorandum of Lease Supplement No. 1 made and entered into as of June 29, 1995 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 1995-D) (the *"Lease Agreement"*), dated as of June 15, 1995, 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 1995-D), dated June 29, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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, as
Owner Trustee

By_____
Name: Donald G. MacKelcan
Title: Senior Financial Services Officer

Executed on this 23rd day of June, 1995.

BURLINGTON NORTHERN RAILROAD
COMPANY

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

Executed on this ____ day of June, 1995.

391743.01.04
1412352

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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 June, 1995.

BURLINGTON NORTHERN RAILROAD COMPANY

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

Executed on this 26th day of June, 1995.

391743.01.04
1412352

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

On this, the 23rd day of June, 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 Tr Sec Off of WILMINGTON TRUST COMPANY, that said instrument was signed on June 23, 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.

Patricia A. Evans
Name: PATRICIA A. EVANS
Notary Public NOTARY PUBLIC - DELAWARE
My Commission Expires: MY COMMISSION EXPIRES APR. 20, 1999
Residing in Wilmington, De

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

On this, the _____ day of June, 1995, 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 June __, 1995 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 ____ day of June, 1995, before me personally appeared _____ to me personally known, who being by me duly sworn, says that he/she is a _____ of Wilmington Trust Company, that said instrument was signed and sealed on June __, 1995, on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

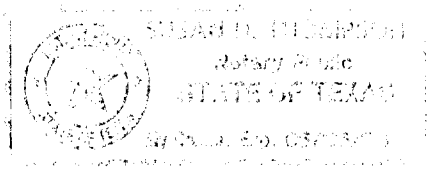
By_____
Notary Public

(SEAL)

My Commission Expires: _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 26th day of June, 1995, before me personally appeared Robert F. McKenney to me personally known, who being by me duly sworn, says that he is a Senior Vice President and Treasurer of Burlington Northern Railroad Company, that said instrument was signed and sealed on June 26, 1995, 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.



By Susan D Thompson
Notary Public

(SEAL)

My Commission Expires: _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	14	BN 9551 through BN 9564, inclusive