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MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(BNRR 1995-J)

Memorandum of Mortgage and Security Agreement, made and entered into on November 30, 1995 between First Security Bank of Utah, National Association, a national banking association, as security trustee ("Security Trustee") and NBB Austin Lease Co., Ltd., a Japanese corporation ("Borrower").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (BNRR 1995-J) (the "Mortgage"), dated November 30, 1995, by which the Borrower has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the Borrower's performance of its obligations as described in the Loan Agreement (BNRR 1995-J), dated November 30, 1995, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

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.

[CORPORATE SEAL]

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION

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

Executed on this 29th day of November,
1995

NBB AUSTIN LEASE CO., LTD.

By *Thomas M. Tuggle*
Name: Thomas M. Tuggle
Title: Attorney-in-Fact

Executed on this 29th day of November,
1995

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this, the 29th day of November, 1995, before me, a Notary Public in and for said County and State, personally appeared Brett B. King, who being by me duly sworn, says that (s)he is the Trust Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on November 29, 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.

Hollie R. Gibboney
Name: Hollie R. Gibboney
Notary Public
My Commission Expires: April 6, 1998
Residing in _____

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this, the 29th day of November, 1995, before me, a Notary Public in and for said County and State, personally appeared Thomas M. Tuggle, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of NBB AUSTIN LEASE CO., LTD., that said instrument was signed on November 29, 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.

Hollie R. Gibboney
Name: Hollie R. Gibboney
Notary Public
My Commission Expires: April 6, 1998
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	44	BN 9646 through BN 9661, inclusive; BN 9663 through BN 9666, inclusive; BN 9668 through BN 9687, inclusive; BN 9713 through BN 9716, inclusive.