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MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNRR 1995-J)

Memorandum of Lease Supplement No. 1 made and entered into on November 30, 1995 by and between NBB Austin Lease Co., Ltd., a Japanese corporation ("Lessor"), and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (BNRR 1995-J) (the "Lease Agreement"), dated November 30, 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 (BNRR 1995-J), dated November 30, 1995, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers 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.

NBB AUSTIN LEASE CO., LTD.

By Thomas M. Tugjle
Name: Thomas M. Tugjle
Title: Attorney-in-fact

Executed on this 29th day of November, 1995.

[CORPORATE SEAL]

BURLINGTON NORTHERN RAILROAD
COMPANY

By Paul J. Weyandt
Name: Paul J. Weyandt
Title: Assistant Vice President
& Assistant Treasurer

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 Thomas M. Lygell, who being by me duly sworn, says that ~~(X)~~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: _____
Notary Public: HOLLIE R. GIBBONEY, Notary Public
My Commission Expires: City of Philadelphia, Phila. County
Residing in: My Commission Expires April 6, 1998

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 Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President & Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on November 29th, 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.

Hollie R. Gibboney
Name: _____
Notary Public: HOLLIE R. GIBBONEY, Notary Public
My Commission Expires: City of Philadelphia, Phila. County
Residing in: My Commission Expires April 6, 1998

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	44	BN 9546 through BN 9561, inclusive; BN 9663 through BN 9666, inclusive; BN 9668 through BN 9687, inclusive; BN 9713 through BN 9716, inclusive.