

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNRR 1996-A)**

Memorandum of Lease Supplement No. 1, made and entered into on February 22, 1996 by and between Dia Stream 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 1996-A) (the "*Lease Agreement*"), dated February 2, 1996, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNRR 1996-A), dated February 22, 1996, 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.

DIA STREAM LTD.

By _____
Name: Takahiro Miwa
Title: Attorney-in-Fact

Executed on this ____ day of February, 1996.

BURLINGTON NORTHERN RAILROAD
COMPANY

By Paul J. Weyandt
Name: Paul J. Weyandt
Title: Assistant Vice President - Finance

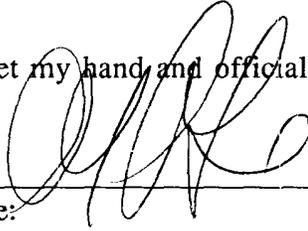
Executed on this 15th day of February, 1996.

STATE OF NEW YORK)
)
COUNTY OF New York) SS.:

On this, the 14th day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA STREAM LTD., that said instrument was signed on February 4th, 1996 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.

MARIO G. MORRONE
Notary Public, State of New York
No. 24-4511339
Qualified in Kings County
Commission Expires October 31, 1996


Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

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

On this, the _____ day of February, 1996, 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 - Finance of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on February __, 1996 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 NEW YORK)
) SS.:
COUNTY OF _____)

On this, the _____ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA STREAM LTD., that said instrument was signed on February __, 1996 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.

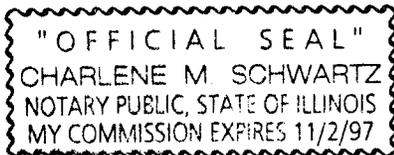
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 15th day of February, 1996, 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 - Finance of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on February 15th, 1996 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.



Paul J. Weyandt
Name:
Notary Public
My Commission Expires:
Residing in Westchester, IL

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	8	BN 9717 through BN 9724, inclusive