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

Memorandum of Mortgage Supplement No. 1, made and entered into on February 22, 1996 by and between First Security Bank of Utah, National Association, a national banking association, as security trustee ("*Security Trustee*"), and Dia Stream Ltd., a Japanese corporation ("*Borrower*").

**WITNESSETH:**

1. The undersigned have entered into that certain Mortgage and Security Agreement (BNRR 1996-A) (the "*Mortgage*"), dated February 2, 1996, by which the Borrower has granted a security interest to the Security Trustee in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (BNRR 1996-A), dated February 2, 1996, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

2. A memorandum of said Mortgage 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 Mortgage Supplement No. 1 (BNRR 1996-A), dated February 22, 1996, relating to the above-described Mortgage and extending the Borrower's grant of a security interest therein to 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.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

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

Executed on this 16<sup>th</sup> day of February, 1996.

DIA STREAM LTD.

By 

Name: Takahiro Miwa

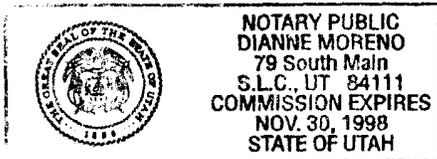
Title: Attorney-in-Fact

Executed on this 14<sup>th</sup> day of February, 1996.

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

On this, the 16<sup>th</sup> day of February, 1996, before me, a Notary Public in and for said County and State, personally appearing ~~Brett R. King~~ **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 February 14, 1996 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.



*Dianne Moreno*  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

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

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

On this, the \_\_\_\_\_ day of February, 1996, 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 February \_\_, 1996 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.

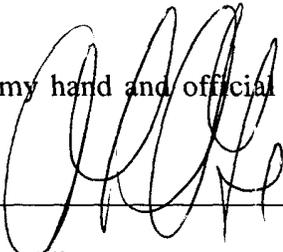
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

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

On this, the 14<sup>th</sup> 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 14<sup>th</sup>, 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 \_\_\_\_\_

MARIO D. MORRONE  
Notary Public, State of New York  
No. 24-481593  
Qualified in Kings County  
Commission Expires October 31, 1996

**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