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16836/A
RECORDATION NO. _____ FILED 1425

APR 18 1990 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

April 18, 1990

16836
RECORDATION NO. _____ FILED 1425

APR 18 1990 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed original copies of a Lease Agreement No. 1 dated as of April 13, 1990, a primary document, and a Lease Supplement No. 1 dated April 18, 1990, a secondary document.

The names and addresses of the parties to the enclosed document are:

Lessor: ORIX Aircraft Corporation
World Trade Center Building - 35F
2-4-1, Hamamatsu-Cho
Minato-Ku, Tokyo 105
JAPAN

Lessee: BN Leasing Corporation
777 Main Street
Fort Worth, Texas 76102

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule I attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

C. D. Kennedy
Ch. Kappler

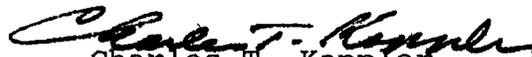
Ms. Noreta R. McGee
April 18, 1990
Page Two

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Lease Agreement No. 1 dated as of April 13, 1990 between ORIX Aircraft Corporation, Lessor, and BN Leasing Corporation, Lessee, together with Lease Supplement No. 1 dated April 18, 1990 covering 11 GM SD-60M Locomotives bearing BN marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

APR 18 1990 -12 40 PM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1, dated April 18, 1990, between ORIX AIRCRAFT CORPORATION, a corporation formed under the laws of Japan ("Lessor"), and BN LEASING CORPORATION, a Delaware corporation ("Lessee").

W I T N E S S E T H

WHEREAS, Lessor and Lessee have heretofore entered into that certain Lease Agreement, dated as of April 13, 1990 (herein called the "Lease Agreement" and the defined terms therein being hereinafter used with the same meanings), providing for the execution and delivery from time to time of Lease Supplements each substantially in the form hereof for the purpose of leasing specific Locomotives under the Lease Agreement as and when delivered by Lessor to Lessee in accordance with the terms thereof.

WHEREAS, the Lease Agreement relates to the Locomotives described below, and a counterpart of the Lease Agreement is attached hereto and made a part hereof and this Lease Supplement, together with such attachment, is being filed for recordation on the date hereof with the Interstate Commerce Commission as one document.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Lessee hereby acknowledges and confirms that it has inspected and approved the Locomotives set forth on Schedule I hereto and such Locomotives comply in all material respects with the Specifications for such Locomotives and are in good working order.

2. Lessor hereby confirms delivery and lease to Lessee, and Lessee hereby confirms acceptance and lease from Lessor, under the Lease as hereby supplemented, the Locomotives listed on Schedule I hereto.

3. Lessee hereby represents and warrants that no Event of Loss has occurred with respect to the Locomotives set forth on Schedule I hereto as of the date hereof.

4. The Closing Date for the Locomotives described above is the date of this Lease Supplement set forth in the opening paragraph hereof.

5. As of the date hereof, the Total Lessor's Cost of the Locomotives leased hereunder is US\$15,852,885.18 and the amounts comprising such Total Lessor's Cost are set forth on Schedule I hereto.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement, to pay Rent to Lessor for each Locomotive leased hereunder as provided for in the Lease.

7. The execution and delivery of this Lease Supplement is not intended in any way to relieve or decrease the responsibility of any manufacturer for the warranties it has made with respect to any Locomotive.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease Agreement dated as of April 13, 1990 or the "Lease dated as of April 13, 1990" or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

11. THIS LEASE SUPPLEMENT IS BEING DELIVERED IN THE STATE OF NEW YORK AND SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Lease Supplement to be duly executed as of the day and year first above written.

LESSOR

ORIX AIRCRAFT CORPORATION

By: Junichi Hayashi
Name: Junichi Hayashi
Title: Attorney-in-Fact

LESSEE

BN LEASING CORPORATION

By: _____
Name:
Title:

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Lease Supplement to be duly executed as of the day and year first above written.

LESSOR

ORIX AIRCRAFT CORPORATION

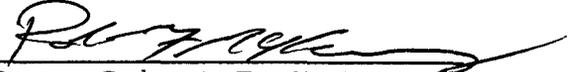
By: _____

Name:

Title:

LESSEE

BN LEASING CORPORATION

By: 

Name: Robert F. McKenney

Title: Vice President and Treasurer

CORPORATE FORM OF ACKNOWLEDGMENT

State of New York)
County of New York) ss:

On this 18th day of April, 1990, before me personally appeared, Junichi Hayashi, to me personally known, who being by me duly sworn, says that he is the Attorney-in-Fact of ORIX Aircraft Corporation, that the foregoing instrument was signed and sealed 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.

John F. Geer, Jr.
Notary Public

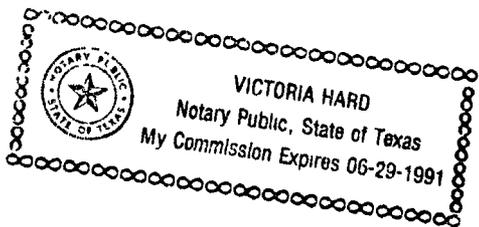
Oct. 10, 1991
Date Commission Expires

JOHN F. GEER, JR
Notary Public, State of New York
No 31-4037098
Qualified in New York County
Certificate filed in New York County
Commission Expires October 10, 1991

CORPORATE FORM OF ACKNOWLEDGMENT

State of Texas)
County of Tarrant) ss:

On this 16th day of April, 1990, before me personally appeared, Robert F. McKenney, to me personally known, who being by me duly sworn, says that he is the Vice President and Treasurer of BN Leasing Corporation, that the foregoing instrument was signed and sealed 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.



Victoria Hard
Notary Public
6/29/91
Date Commission Expires

SCHEDULE OF LOCOMOTIVES
ELEVEN GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9209	887033-10
2	9213	887033-14
3	9214	887033-15
4	9215	887033-16
5	9217	887033-18
6	9231	887033-32
7	9233	887033-34
8	9211	887033-12
9	9235	887033-36
10	9238	887033-39
11	9243	887033-44