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ELLSWORTH C. ALVORD (1964)

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May 15, 1990

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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. 3 dated as of May 8, 1990, a primary document, and a Lease Supplement No. 1 dated May 15, 1990, a secondary document.

The names and addresses of the parties to the enclosed documents 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.

Counterparts - 10/1/90

Ms. Noreta R. McGee  
Interstate Commerce Commission  
May 15, 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. 3 dated as of May 8, 1990  
between ORIX Aircraft Corporation, Lessor, and  
BN Leasing Corporation, Lessee, together with  
Lease Supplement No. 1 dated May 15, 1990  
covering six GM SD-60M Locomotives bearing BII  
marks and numbers.

very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

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INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1, dated May 15, 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 No. 3, dated as of May 8, 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\$8,431,810.92 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 May 8, 1990 or the "Lease dated as of May 8, 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:

CORPORATE FORM OF ACKNOWLEDGMENT

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

On this 11<sup>th</sup> day of May, 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. 31-4957098  
Qualified in New York County  
Certificate filed in New York County  
Commission Expires October 10, 1991

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

EN LEASING CORPORATION

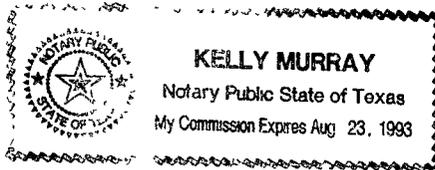
By:   
Name: Robert F. McKenney  
Title: Vice President and  
Treasurer

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**CORPORATE FORM OF ACKNOWLEDGMENT**

State of Texas )  
County of Tarrant ) ss:

On this 10<sup>th</sup> day of May, 1990, before me personally appeared, Robert F Mc Kenney, 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.



Kelly Murray  
Notary Public  
August 23, 1993  
Date Commission Expires

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SCHEDULE I  
TO  
LEASE SUPPLEMENT NO. 1

SCHEDULE OF LOCOMOTIVES  
SIX GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9210	887033-11
2	9212	887033-13
3	9220	887033-21
4	9227	887033-28
5	9245	887033-46
6	9246	887033-47