



GE Transportation
Systems

18

Shawn P. Galey
Counsel

General Electric Company
3911 East Lake Road, Building 14-5
Erie, Pennsylvania 16531

August 8, 1994

By Federal Express

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

0100334036
RECORDATION NO. 18893-A FILED 1425

AUG 10 1994 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

Subject: Recordation of Memorandum of Amended and Restated Locomotive Lease Agreement

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Amended and Restated Locomotive Lease Agreement dated as of June 30, 1994, between General Electric Company ("Lessor") and Norfolk Southern Railway Company ("Lessee"), a primary document. Please assign to this document a recordation number referencing the original document. The original was recorded on July 7, 1994 at 9:35 AM and was assigned number 18893. Enclosed you will also find a check for the \$18.00 processing fee.

The names and addresses of the parties to the enclosed Memorandum of Amended and Restated Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road, Building 14-5
Erie, Pennsylvania 16531

LESSEE: Norfolk Southern Railway/
Norfolk Southern Corporation
110 Franklin Road, SE
Roanoke, Virginia 24042-0072

A general description of the locomotives covered by the enclosed documents consists of the following locomotives:

<u>Description</u>	<u>Road Numbers</u>
GE C30-7	8021
GE C30-7	8066
GE C30-7	8125
GE C30-7	8141
GE C30-7	8145
GE C30-7	8087
GE C30-7	8129
GE C30-7	8133
GE C30-7	8146
GE C30-7	8147

Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to:

Shawn P. Galey, Counsel
General Electric Company
2901 East Lake Road, Building 14-5
Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT - Memorandum of Amended and Restated Locomotive Lease Agreement effective as of June 30 1994, between General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania, 16531, as lessor, and Norfolk Southern Railway Company, Three Commercial Place, Norfolk, Virginia, as lessee, covering the General Electric Locomotives bearing the following road numbers: 8021; 8066; 8125; 8141; 8145; 8087; 8129; 8133; 8146; and 8147.

Respectfully submitted,



Shawn P. Galey

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/11/94

OFFICE OF THE SECRETARY

Shawn P. Galey
Counsel
General Electric Company
2901 EAST LAKE ROAD, BUILDING 14-5
ERIE, PENNSYLVANIA, 16531

Dear sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 8/ 10/94 at 2:50pm , and assigned
recording number(s). 18893-A

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18893-A FILED 142^c

AUG 10 1994 - 2 50 PM

MEMORANDUM OF AMENDED AND RESTATED LOCOMOTIVE LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

Effective as of June 30, 1994, General Electric Company, acting through its Transportation Systems Business Operations, having an address at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Norfolk Southern Railway Company, having an address at 3 Commercial Plaza, Norfolk, Virginia ("Lessee"), entered into an Amended and Restated Locomotive Lease Agreement, by which the General Electric diesel electric locomotives described below were leased from Lessor to Lessee:

<u>Description</u>	<u>Road Numbers</u>	<u>Estimated Service Date(s)</u>
C30-7	8021	June 30, 1994
C30-7	8066	June 30, 1994
C30-7	8125	June 30, 1994
C30-7	8141	June 30, 1994
C30-7	8145	June 30, 1994
C30-7	8087	July 31, 1994
C30-7	8129	July 31, 1994
C30-7	8133	July 31, 1994
C30-7	8146	July 31, 1994
C30-7	8147	July 31, 1994

GENERAL ELECTRIC COMPANY

NORFOLK SOUTHERN RAILWAY COMPANY

By: *Dennis C. Taylor*
Name DENNIS C. TAYLOR
Title MGR. - LOCO LEASING

By: *R D White*
Name RD White
Title Director Purchasing

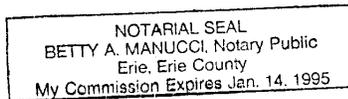
Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 8th day of August, 1994, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager of Locomotive Leasing of General Electric Company, a New York corporation, and that he as Manager of Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager of Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.


Notary Public

My commission expires:



Commonwealth of Virginia }
 }
City of Roanoke }

On this, the 5th day of August, 1994, before me, the undersigned officer, personally appeared R.D. White, who acknowledged himself to be the Director Purchasing of Norfolk Southern Corp., a corporation, and that he as Director Purchasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Director Purchasing.

In witness whereof, I hereunto set my hand and official seal.


Notary Public

My commission expires: 10-31-95