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(212) 474-1820
RECORDATION NO. 2064 FILED

APR 17 '97

10-00AM

April 10, 1997

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Chattel Mortgage and Security Agreement, a "primary document", dated as of April 10, 1997.

The names and addresses of the parties to the document are as follows:

MORTGAGOR: SCL Bahn Co., Ltd.
c/o Sumisho Lease Co., Ltd.
Sumitomo Chemical Engineering Center
Building
7-1, Nakase 1-chome, Mihama-ku
Chiba-shi, Chiba 261, Japan

MORTGAGEE: The Norinchukin Bank, New York Branch
245 Park Avenue
New York, New York 10167

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
17	6-axle diesel-electric locomotives	C-C	9089-9105

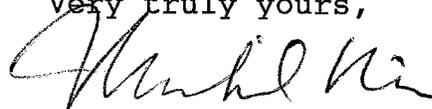
The recordation fee of \$24.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Memorandum of Chattel Mortgage and Security Agreement dated as of April 10, 1997, between SCL Bahn Co., Ltd., as mortgagor, and The Norinchukin Bank, New York Branch, as mortgagee, and covering 17 diesel-electric locomotives (numbered NS 9089-9105).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Encl.

APR 17 '87

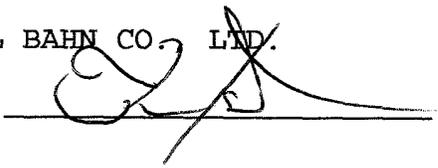
10-00 AM
10-00 AM

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of April 10, 1997, between SCL BAHN CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE NORINCHUKIN BANK, NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, covering the railroad locomotives listed in Schedule A hereto.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the said locomotives in favor of the Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SCL BAHN CO. LTD.

by THE NORINCHUKIN BANK,
NEW YORK BRANCH

by _____

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of April 10, 1997, between SCL BAHN CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE NORINCHUKIN BANK, NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, covering the railroad locomotives listed in Schedule A hereto.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the said locomotives in favor of the Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SCL BAHN CO., LTD.

by _____

THE NORINCHUKIN BANK,
NEW YORK BRANCH

by T. Akimoto

Takeshi Akimoto
General Manager

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

On this 10th day of April, 1997, before me personally appeared Yoshiyuki Muramatsu, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SCL BAHN CO., LTD., and that the foregoing instrument was signed 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.

Louise Mello
Notary Public

My commission expires

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Dec. 31, 1998

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

On this 10th day of April, 1997, before me personally appeared Takeshi Akimoto, to me personally known, who, by me being duly sworn, says that he is General Manager of THE NORINCHUKIN BANK, NEW YORK BRANCH, that the foregoing instrument was signed 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.

James F. Hayden
Notary Public

My commission expires

JAMES F. HAYDEN
Notary Public, State of New York
No. 60-4902459
Qualified in Westchester County
Cert. Filed in Westchester County
Commission Expires July 20, 1998

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SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Norfolk Southern Railway Company Road Numbers</u>
17	General Electric model DASH 9-40CW diesel-electric locomotives	9089 through 9105