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RECORDATION NO 21411-A FILED  
JUL 14 '98 1-12 PM

July 10, 1998

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 an Amendment Memorandum of Chattel Mortgage and Security Agreement, a "secondary document", dated as of May 29, 1998. The primary document to which this is related is the Memorandum of Chattel Mortgage and Security Agreement, filed with you on May 15, 1998, and assigned recordation number 21411.

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

MORTGAGOR: SBL Topaz Co., Ltd.  
3-9-4, Nishi-Shimbashi  
Minato-ku  
Tokyo 105, Japan

MORTGAGEE: ING Bank N.V., Tokyo Branch  
3-1-1 Marunouchi  
Tokyo 100-0005, Japan

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>
18	6-axle diesel-electric locomotives	C-C	9220-9237

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by

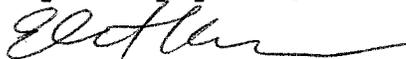
the Board, stamped with the Board's recordation data, to the undersigned at the above address.

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

Amendment Memorandum of Chattel Mortgage and Security Agreement dated as of May 29, 1998, between SBL Topaz Co., Ltd., as mortgagor, and ING Lease (Ireland) B.V., as mortgagee, and covering 18 diesel-electric locomotives (numbered NS 9220-9237)

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Elliot Karathanasis

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

Encl.

RECORDATION NO. 21411

FILED

JUL 14 '98

1-12 PM

AMENDMENT MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of May 29, 1998, among SBL TOPAZ CO., LTD., a corporation organized under the laws of Japan, and ING BANK N.V., TOKYO BRANCH.

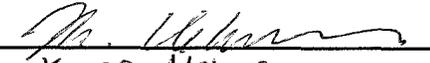
WHEREAS the parties hereto have entered into a Memorandum of Chattel Mortgage and Security Agreement dated as of May 1, 1998, in respect of that certain Chattel Mortgage and Security Agreement dated as of May 1, 1998, and supplements thereto, covering 26 General Electric model Dash 9-40CW diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 9220 through 9245.

WHEREAS the said Memorandum of Chattel Mortgage and Security Agreement has been filed and recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on May 15, 1998, and assigned recordation number 21411;

WHEREAS only 18 locomotives, bearing the road numbers of Norfolk Southern Railway Company 9220 through 9237 have been delivered and accepted under the said Chattel Mortgage and Security Agreement and supplements thereto.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the release and termination of the said Chattel Mortgage and Security Agreement and supplements thereto with respect to the remaining eight locomotives bearing the road numbers of Norfolk Southern Railway Company 9238 through 9245, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SBL TOPAZ CO., LTD.

by   
Kenzo Uehara  
Executive Vice President

ING BANK N.V., TOKYO BRANCH

by   
Elliot Karathanasis  
Attorney-in-fact

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

On this 9<sup>th</sup> day of July, 1998, before me personally appeared Kenzo Uehara, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SBL TOPAZ 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.

MIA TEMECH  
NOTARY PUBLIC, State of New York  
No. 01TE5065118  
Qualified in New York County  
Commission Expires Sept. 3, 1998

*Mia Temech*  
.....  
Notary Public

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

On this 9<sup>th</sup> day of July, 1998, before me personally appeared Elliot Karathanasis, to me personally known, who, by me being duly sworn, says that he is attorney-in fact for ING BANK N.V., TOKYO 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.

*Mia Temech*  
.....  
Notary Public

MIA TEMECH  
NOTARY PUBLIC, State of New York  
No. 01TE5065118  
Qualified in New York County  
Commission Expires Sept. 3, 1998