

CRAVATH, SWAINE & MOORE

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
FACSIMILE: (212) 474-3700

33 KING WILLIAM STREET
LONDON EC4R 9DU ENGLAND
TELEPHONE: 44-171-453-1000
FACSIMILE: 44-171-860-1150

SUITE 2609, ASIA PACIFIC FINANCE TOWER
3 GARDEN ROAD, CENTRAL
HONG KONG
TELEPHONE: 852-2509-7200
FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER

(212) 474-1558

RECORDATION NO. 21412-1 FILED

July 10, 1998

JUL 14 '98

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SAMUEL C. BUTLER
GEORGE J. GILLESPIE, III
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
JAMES M. EDWARDS
FREDERICK A.O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
THOMAS R. BROME
ROBERT D. JOFFE
HERBERT L. CAMP
ALLEN FINKELSON
RONALD S. ROLFE
PAUL C. SAUNDERS

MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
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KRIS F. HEINZELMAN
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LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN

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PAUL MICHALSKI
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MICHAEL S. GOLDMAN
GEORGE W. BILICIC, JR.
RICHARD HALL
ELIZABETH L. GRAYER
JULIE A. NORTH
STEPHEN L. BURNS
KATHERINE B. FORREST
KEITH R. HUMMEL
DANIEL SLIFKIN
JEFFREY A. SMITH
ROBERT I. TOWNSEND, III

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 21412.

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: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

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 Norfolk Southern Railway Company, 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

JUL 14 '98

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AMENDMENT MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of May 29, 1998, between SBL TOPAZ CO., LTD., a corporation organized under the laws of Japan, and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation.

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, 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 21412;

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.

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 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

NORFOLK SOUTHERN RAILWAY COMPANY

By



Vice President

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

On this ^{9th} day of July, 1998, before me personally appeared Kenzo Uenara, 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

COMMONWEALTH OF VIRGINIA)
) SS.:
CITY OF NORFOLK)

On this ^{7th} day of July, 1998, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is a vice president of NORFOLK SOUTHERN RAILWAY COMPANY, 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.

Sandra J. Borby
Notary Public