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September 9, 1999

RECORDATION NO. 21737-B FILED

SEP 20 '99

10:00 AM



Taleda Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Janice,

Enclosed are three (3) originals of the Memorandum of Lease dated as of August 25, 1999 which is intended to evidence Memorandum of Railcar lease dated 10/26/98 between the following parties: This is a secondary document.

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC

Lessee: NORFOLK SOUTHERN RAILWAY COMPANY

The equipment involved in this transaction is as follows:

Equipment: 100 EXISTING COIL STEEL RAILCARS

Please file this Memorandum as a supplementary document to Recordation No. 21737 and return TWO (2) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

SEP 20 '99

10-00 AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25th day of August, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Norfolk Southern Railway Company, a Virginia corporation, with an address at 110 Franklin Road S.E., Roanoke, VA 24012 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 8, 1998 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 26, 1998 as Recordation No. 21737.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Catherine Stidich
Name: Catherine Stidich
Title: Vice President - Operations

NORFOLK SOUTHERN RAILWAY COMPANY

By: William T. Rousis
Name: William T. Rousis
Title: MGR. PURCHASING-CAR

STATE OF) VA
) SS:
COUNTY OF) ROANOKE

On this 18 day of AUGUST, 1999 before me personally appears
W.T. Rousis, to me personally known, who by me duly sworn, says that he/she is
the MGR PURCHASING of NORFOLK SOUTHERN RAILWAY COMPANY
(the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority
of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was
the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

E L Barnett
Notary Public

My Commission Expires 1-31-2003



[SEAL]

My Commission expires:

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

On this 15th day of August, 1999 before me personally appears
Catherine Stiglieb, to me personally known, who by me duly sworn, says that he/she is
the Vice President/Operations of THE CIT GROUP/EQUIPMENT FINANCING,
INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by
authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

SCHEDULE A

Quantity
100

Equipment Description
Existing covered coil steel
railcars

Reporting Marks and Numbers
CR 623900 - 623999