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October 23, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO. 21739 FILED
OCT 26 '98 12-01 PM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

1) Norfolk Southern Railway Company (100 Coil Steel Railcars)
2) Norfolk Southern Railway Company (350 Coil Steel Railcars)
3) Norfolk Southern Railway Company (150 Mill Gondolas)
4) Norfolk Southern Railway Company (218 Mill Gondolas)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

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

Rebecca Heisler
Administrator

enclosure

RECORDATION NO. 21739 FILED

OCT 26 '98 12-01 PM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8th day of October, 1998 is made by Norfolk Southern Railway Company, a Virginia corporation, with an address at 110 Franklin Road S.E., Roanoke, VA 24012 (the "Lessee"), and 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, together with the Lessee, 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 the date hereof covering the equipment listed on Schedule A hereto (the "Equipment");

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: [signature]
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

NORFOLK SOUTHERN RAILWAY COMPANY

By: W.T. Rousis SPM
Name: WILLIAM T. ROUSIS
Title: 10/7/98

STATE OF Va.)
) SS:
COUNTY OF Roanoke

On this 7 day of October, 1998 before me personally appears William T. Rousis, to me personally known, who by me duly sworn, says that he/she is the Manager Purchasing-Car 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.

Charles L. Wills
Notary Public

[SEAL]

My Commission expires: January 31, 2000

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

On this 8th day of October, 1998 before me personally appears Lawrence Litchfield, to me personally known, who by me duly sworn, says that he/~~she~~ is the Vice-President 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

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, ~~1998~~ 2000

[SEAL]

My Commission expires

SCHEDULE A

Quantity	Equipment Description	Reporting Marks and Numbers
218	New 52'6" Mill Gondolas manufactured by Thrall Car Manufacturing Co.	NS 194050 - 194267