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MICHAEL S. GOLDMAN

February 3, 1995

Handwritten signature 19227

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Chattel Mortgage and Security Agreement, a "primary document", dated as of February 2, 1995.

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

- MORTGAGORS: CL Jaguar Limited
CL Cougar Limited
c/o Central Leasing Company Limited
1-1, Toranomom 2-chome
Minato-ku, Tokyo, Japan
- MORTGAGEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

Counterparts
G. H. Hoffman

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>
20	6-axle Diesel-Electric Locomotives	C-C	8809-8828

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Chattel Mortgage and Security Agreement dated as of February 2, 1995, between CL Jaguar Limited and CL Cougar Limited, as mortgagors, and Norfolk Southern Railway Company, as mortgagee, and covering 20 diesel-electric locomotives (numbered NS 8809-8828).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

310A

19227

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of February 2, 1995, among CL JAGUAR LIMITED and CL COUGAR LIMITED, corporations organized under the laws of Japan (hereinafter called the **Mortgagors**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Secured Party**).

WHEREAS the Mortgagors and the Secured Party are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof, covering twenty General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8809 through 8828.

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 Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CL JAGUAR LIMITED
by *[Signature]*
Title: Attorney-in-fact

CL COUGAR LIMITED
by *[Signature]*
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY
by *[Signature]*
Title: Vice President

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

On this 2ND day of February, 1995, before me personally appeared Nobuyoshi Kusaki, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL JAGUAR LIMITED, 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

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.:
LOUISE MELLO
Notary Public, State of New York
No. 43-4729312
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

On this 2ND day of February, 1995, before me personally appeared Nobuyoshi Kusaki, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL COUGAR LIMITED, 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

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.:
LOUISE MELLO
Notary Public, State of New York
No. 43-4729312
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

On this 2ND day of February, 1995, 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.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729312
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996