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February 3, 1995

New York, New York - A

19225-A

*Counterparts  
of Williams*

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 Lease Assignment, a "secondary document", dated as of February 2, 1995. The document to which this is connected is the Memorandum of Lease Assignment dated as of February 2, 1995, which is being filed with the Commission today.

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

- ASSIGNORS: CL Jaguar Limited  
CL Cougar Limited  
c/o Central Leasing Company Limited  
1-1, Toranomon 2-chome  
Minato-ku, Tokyo, Japan
- ASSIGNEE: The Tokai Bank, Limited  
New York Branch  
55 East 52nd Street  
New York, New York 10055

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 Lease Assignment dated as of February 2, 1995, between CL Jaguar Limited and CL Cougar Limited, as assignors, and The Tokai Bank, Limited, New York Branch, as assignee, 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

Encl.

120A

19235-A

MEMORANDUM OF LEASE ASSIGNMENT dated as of February 2, 1995, among CL JAGUAR LIMITED and CL COUGAR LIMITED, corporations organized under the laws of Japan (hereinafter called the **Borrowers**), and THE TOKAI BANK, LIMITED, NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrowers and Norfolk Southern Railway Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering twenty General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8809 through 8828; and

WHEREAS the Borrowers and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the aforesaid Lease and supplements thereto are being assigned by the Borrowers to the Security Agent.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement to the Security Agent, 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 *M. Omal*  
Title: Attorney-in-fact

CL COUGAR LIMITED

by *M. Omal*  
Title: Attorney-in-fact

THE TOKAI BANK, LIMITED,  
NEW YORK BRANCH

by *Z. Yamada*  
Title: Director and General Manager

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

On this 2<sup>ND</sup> 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 )  
 ) SS.:  
COUNTY OF NEW YORK )

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 2<sup>ND</sup> 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 )  
 ) SS.:  
COUNTY OF NEW YORK )

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 2<sup>ND</sup> day of February, 1995, before me personally appeared Takashi Inouchi, to me personally known, who, by me being duly sworn, says that he is the Director and General Manager of THE TOKAI BANK, LIMITED, NEW YORK 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.

*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