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10254 - A
FEB 27 1995

February 21, 1995

\$21.00 filing fee

Counterparts - 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 13, 1995. The document to which this is connected is the Memorandum of Lease Assignment dated as of February 13, 1995, which is being filed with the Commission today.

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

ASSIGNOR: Dia Muscat Ltd.
In care of Diamond Lease Company Ltd.
7-2, Yaesu 2-chome
Chuo-ku
Tokyo 104, Japan

ASSIGNEE: The Mitsubishi Bank, Limited,
New York Branch
225 Liberty Street
New York, New York 10281

ALSO PLEASE INDEX UNDER NAME OF THE
ASSIGNEE - THE MITSUBISHI BANK, LIMITED
NEW YORK BRANCH
SEE THIS REC. No. 19254 - A.

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>
1	6-axle diesel-electric locomotives	C-C	8828
19	6-axle diesel-electric locomotives	C-C	8830-8848

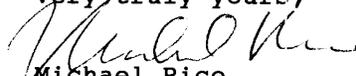
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Assignment dated as of February 13, 1995, between Dia Muscat Ltd., as assignor, and The Mitsubshi Bank, Limited, New York Branch, as assignee, and covering 20 diesel-electric locomotives (numbered NS 8828, 8830-8848).

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.

-A

19254-A
FEB 24 1995

MEMORANDUM OF LEASE ASSIGNMENT dated as of February 13, 1995, between DIA MUSCAT LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE MITSUBISHI BANK, LIMITED, NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrower 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 8828 and 8830 through 8848; and

WHEREAS the Borrower 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 Borrower 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.

DIA MUSCAT LTD.

by 
Title: Attorney-in-fact

THE MITSUBISHI BANK, LIMITED,
NEW YORK BRANCH

by 
Title: Vice President

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

On this 17th day of February, 1995, before me personally appeared Yoichi Hara, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of DIA MUSCAT 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.

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

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

On this 21st day of February, 1995, before me personally appeared Naoto Hirota, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE MITSUBISHI 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.

Randi Weingarten
.....
Notary Public

RANDI WEINGARTEN
Notary Public, State of New York
No. 4992965
Qualified in Westchester County
Commission Expires March 9, 1996