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March 2, 1995

Mr. Williams 19271

MAR 3 1995 11:39 AM

LICENSING BRANCH

MAR 3 11 39 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

Dear Mr. Williams:

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

This document is a Memorandum of Lease Agreement, a "primary document", dated as of March 2, 1995.

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

LESSOR: SN Locomotive Lease Co., Ltd.
In care of Sanwa Business Credit Co., Ltd.
6-1, Nishi-shinjuku 1-chome
Shinjuku-ku
Tokyo, Japan

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

Counterparts
1-17-95

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>
22	6-axle diesel-electric locomotives	C-C	8849-8870

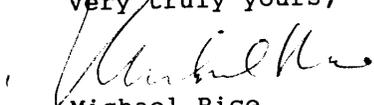
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Agreement dated as of March 2, 1995, between SN Locomotive Lease Co., Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, and covering 22 diesel-electric locomotives (numbered NS 8849-8870).

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.



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/3/95

Michael Rice
Office of the Secretary Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475

Sir:

Dear _____ 3/3/95 11:45AM

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on _____ at _____, and
assigned recordation number(s).

Sincerely yours,

Vernon A. Williams
Secretary

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(0100547059)
(0100547060)
(0100547061)

84.00

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature _____

New No

19271
MAR 7 1995 11:18 AM
COMMISSION

MEMORANDUM OF LEASE AGREEMENT dated as of March 2, 1995, between SN LOCOMOTIVE LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Lessor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Lessee**).

WHEREAS the Lessor and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering twenty-two General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8849 through 8870.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said locomotives by the Lessor, and the leasehold interest in the said locomotives of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SN LOCOMOTIVE LEASE CO., LTD.

by [Signature]
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by [Signature]
Title: Vice President

STATE OF GEORGIA)
) SS.:
COUNTY OF FULTON)

On this 24th day of March, 1995, before me personally appeared Keicchi Nakamura, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SN LOCOMOTIVE LEASE CO., 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.

Clara L. Mackay
.....
Notary Public

My commission expires
Notary Public, Fulton County, Georgia
My Commission Expires July 22, 1995

STATE OF GEORGIA)
) SS.:
COUNTY OF FULTON)

On this 24th day of March, 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.

Clara L. Mackay
.....
Notary Public

My commission expires
Notary Public, Fulton County, Georgia
My Commission Expires July 22, 1995