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March 2, 1995

*Counterparts -*  
*CR/S/Williams*  
19273  
MAR 11 1995  
New Number

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 March 2, 1995.

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

- MORTGAGOR: SN Locomotive Lease Co., Ltd.  
In care of Sanwa Business Credit Co.  
Ltd.  
6-1, Nishi-shinjuku 1-chome  
Shinjuku-ku  
Tokyo, Japan
- MORTGAGEE: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

LICENSING BRANCH  
Mar 3 11 39 AM '95  
RECEIVED  
OFFICE OF THE  
SECRETARY

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

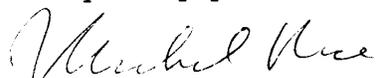
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Chattel Mortgage and Security Agreement dated as of March 2, 1995, between SN Locomotive Lease Co., Ltd., as mortgagor, and Norfolk Southern Railway Company, as mortgagee, 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.

Miss Mc

19273  
MAR 6 1995 11:23 AM

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of March 2, 1995, among SN LOCOMOTIVE LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Mortgagor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Secured Party**).

WHEREAS the Mortgagor and the Secured Party are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof, 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 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.

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 2<sup>nd</sup> day of March, 1995, before me personally appeared Keiichi Nakamura, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact of 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.

*Cliff W. 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 2<sup>nd</sup> 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.

*Cliff W. Mackay*  
.....  
Notary Public

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