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JAN 11 1995 -10 50 AM

NEW NUMBER

January 10, 1995

INTESTATE COMMISSION COMMISSION

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission eight (8) original counterparts, properly executed and acknowledged, of the document described below. I request that seven (7) of the counterparts (bearing the Commission's stamped recordation data) be returned to the undersigned.

This document is a Memorandum of Lease Agreement, a "primary document", dated as of January 9, 1995.

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

NOTE - PLEASE INDEX UNDER EACH

LESSORS: CL Jaguar Limited ← *Both NAME*
CL Cougar Limited ←
c/o Central Leasing Company Limited
1-1, Toranomom 2-chome
Minato-ku, Tokyo, Japan

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

The equipment covered by the document is generally described as follows:

Handwritten signature/initials on the left margin.

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
48	6-axle Diesel-Electric Locomotives	C-C	8764-8811

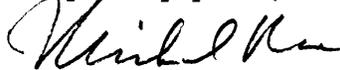
The recordation fee of \$21.00 is enclosed. After recordation, please return seven (7) of the original counterparts of the document, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Agreement dated as of January 9, 1995, between CL Jaguar Limited and CL Cougar Limited, 1-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan, as Lessors, and Norfolk Southern Railway Company, Three Commercial Place, Norfolk, Virginia 23510, as Lessee, and covering 48 diesel-electric locomotives (numbered NS 8764-8811).

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



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

Office Of The Secretary

JANUARY 11, 1995

MICHAEL RICE
CRAVATH, SWAINE & MOORE
WORLDWIDE PLAZA
825 8TH AVENUE
NEW YORK, NY 10019-7475

Dear MR. RICE:"

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/11/95 at 10:50AM , and assigned recordation number(s). 19171, 19171-A, 19172, 19173 .

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 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

JAN 11 1995 -10 50 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT dated as of January 9, 1995, among CL JAGUAR LIMITED and CL COUGAR LIMITED, corporations organized under the laws of Japan (hereinafter called the Lessors), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the Lessee).

WHEREAS the Lessors and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering forty-eight General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8764 through 8811, which Lease Agreement will expire, unless earlier terminated, on January 9, 2009.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said locomotives by the Lessors, 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.

CL JAGUAR LIMITED

by M. Amali
Title: Attorney-in-fact

CL COUGAR LIMITED

by M. Amali
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by William R Martin
Title: Assistant Vice President

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

On this 9th day of January, 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 for 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.

ZENA M. RUDDOCK
Notary Public, State of New York
No. 41-4803773
Qualified in Queens County
Certificate Filed in New York County
Commission Expires September 30, 1996

Zena M. Ruddock
.....
Notary Public

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

On this 9th day of January, 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.

ZENA M. RUDDOCK
Notary Public, State of New York
No. 41-4803773
Qualified in Queens County
Certificate Filed in New York County
Commission Expires September 30, 1996

Zena M. Ruddock
.....
Notary Public

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

On this 9th day of January, 1995, before me personally appeared William R. Martin, to me personally known, who, by me being duly sworn, says that he is an Assistant 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.

ZENA M. RUDDOCK
Notary Public, State of New York
No. 41-4803773
Qualified in Queens County
Certificate Filed in New York County
Commission Expires September 30, 1996

Zena M. Ruddock
.....
Notary Public