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January 10, 1995

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INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I 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 Assignment, a "secondary document", dated as of January 9, 1995. The primary document to which this is connected is the Memorandum of Lease Agreement dated as of January 9, 1995, between the CL Jaguar Limited and CL Cougar Limited (as lessors) and Norfolk Southern Railway Company (as lessee), which primary document is being filed concurrently herewith.

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

ASSIGNORS: CL Jaguar Limited
CL Cougar Limited
c/o Central Leasing Company Limited
1-1, Toranomom 2-chome
Minato-ku, Tokyo, Japan

ASSIGNEE: The Tokai Bank, Limited
New York Branch
55 East 52nd Street
New York, New York 10055

See to the document

NOTE -
PLEASE INDEX SEPARATELY
UNDER NAME OF
THE ASSIGNEE IN "WHITE"
PAGES - THE TOKAI BANK LIMITED
SAVING "SEE RECORDED"
NO.

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

<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

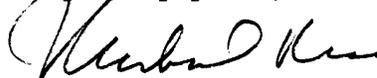
The recordation fee of \$21.00 is enclosed. After recordation, please return seven (7) of the original counterparts of the document, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Assignment dated as of January 9, 1995, between CL Jaguar Limited and CL Cougar Limited, 1-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan, as Assignors, and The Tokai Bank, Limited, New York Branch, 55 East 52nd Street, New York, New York 10055, as Assignee, 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

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE ASSIGNMENT dated as of January 9, 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 forty-eight General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8764 through 8811; 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. Urali
Title: Attorney-in-fact

CL COUGAR LIMITED

by M. Urali
Title: Attorney-in-fact

THE TOKAI BANK, LIMITED,
NEW YORK BRANCH

by T. Iwano
Title: Director and General Manager

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 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 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.

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