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February 1, 1995

RECORDATION NO. 19171-B
FEB 2 - 1995 - 10 55 AM
STATE OF NEW YORK

19171-B

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 an Amendment Memorandum of Lease Agreement, a "secondary document", dated as of January 31, 1995. The primary document to which this is related is the Memorandum of Lease Agreement dated as of January 9, 1995, which was filed with the Commission on January 11, 1995, and assigned recordation number 19171.

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

- LESSORS: CL Jaguar Limited
CL Cougar Limited
c/o Central Leasing Company Limited
1-1, Toranomon 2-chome
Minato-ku, Tokyo, Japan
- LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

Counterparts - 4 of 4

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>
45	6-axle Diesel-Electric Locomotives	C-C	8764-8808

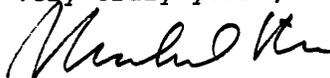
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Amendment Memorandum of Lease Agreement dated as of January 31, 1995, between CL Jaguar Limited and CL Cougar Limited, as lessors, and Norfolk Southern Railway Company, as lessee, and covering 45 diesel-electric locomotives (numbered NS 8764-8808).

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

2/2/95

Office Of The Secretary

Michael Rice
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/95 at 10:55AM, and assigned recordation number(s). 19171-B, 19171-C, 19172-A and 19173-A

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100514024)
(0100514025)
(0100514026)
(0100514027)

\$ 64.00 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

FEB 2 - 1995 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT MEMORANDUM OF LEASE AGREEMENT dated as of January 31, 1995, among CL JAGUAR LIMITED and CL COUGAR LIMITED, corporations organized under the laws of Japan, and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation.

WHEREAS the parties hereto have entered into a Memorandum of Lease Agreement dated as of January 9, 1995, in respect of that certain Lease Agreement dated as of January 9, 1995, 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;

WHEREAS the said Memorandum of Lease Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on January 11, 1995, and assigned recordation number 19171;

WHEREAS only forty-five locomotives, bearing the road numbers of Norfolk Southern Railway Company 8764 through 8808 have been delivered and accepted under the said Lease Agreement and supplements thereto.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the release and termination of the said Lease Agreement and supplements thereto with respect to the remaining three locomotives bearing the road numbers of Norfolk Southern Railway Company 8809 through 8811, 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 [Signature]
Title: Attorney-in-fact

CL COUGAR LIMITED

by [Signature]
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by William R. [Signature]
Title: Vice President

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

On this 30th day of January, 1995, before me personally appeared Yoshihiro Inden, 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.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

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

On this 30th day of January, 1995, before me personally appeared Yoshihiro Inden, 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.

Louise Mello
Notary Public

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK) SS.:

On this _____ day of January, 1995, before me personally appeared _____, 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.

.....
Notary Public

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

On this _____ 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.

.....
Notary Public

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

On this _____ 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.

.....
Notary Public

COMMONWEALTH OF VIRGINIA)
) SS.:
CITY OF NORFOLK)

On this 26th day of January, 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.


Notary Public
My Commission Expires March 31, 1998