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*Counterparts - 9/16/95*

RECORDED COPY 19172-A

FEB 2 - 1995 - 10 52 AM

19172-A

February 1, 1995

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 original counterparts of the document described below.

This document is an Amendment Memorandum of Chattel Mortgage and Security Agreement, a "secondary document", dated as of January 31, 1995. The primary document to which this is related is the Memorandum of Chattel Mortgage and Security Agreement dated as of January 9, 1995, which was filed with the Commission on January 11, 1995, and assigned recordation number 19172.

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

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

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 Chattel Mortgage and Security Agreement dated as of January 31, 1995, between CL Jaguar Limited and CL Cougar Limited, as mortgagors, and Norfolk Southern Railway Company, as mortgagee, 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

19172-A

RECORDATION NO. 19172-A FILED 1426

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AMENDMENT MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY 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 Chattel Mortgage and Security Agreement dated as of January 9, 1995, in respect of that certain Chattel Mortgage and Security Agreement dated as of January 9, 1995, 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 Chattel Mortgage and Security 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 19172;

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 Chattel Mortgage and Security Agreement.

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the release and termination of the said Chattel Mortgage and Security Agreement 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 [Signature]  
Title: Vice President

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

On this 30<sup>th</sup> 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 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. 43-4729312  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996

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

On this 30<sup>th</sup> 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. 43-4729312  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996

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

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 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.

.....  
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 *26<sup>th</sup>* 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.

*Andrea J. Borby*  
Notary Public

My Commission Expires March 31, 1995