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March 22, 1995

19313-A

MAR 24 1995

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 Lease Assignment, a "secondary document", dated as of March 22, 1995. The document to which this is connected is the Memorandum of Lease Agreement dated as of March 22, 1995, which is being filed with the Commission today.

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

ASSIGNOR: SCL Feegal Co., Ltd.  
In care of Sumisho Lease Co., Ltd.  
11-1, Nishi-ikebukuro 1-chome  
Toshima-ku  
Tokyo, Japan

ASSIGNEE: The Toyo Trust and Banking Co., Ltd.,  
New York Branch  
437 Madison Avenue  
New York, New York 10022

*primary document of assignment*  
*wholly owned by The Toyo Trust and Banking Co., Ltd.*  
*See Recordation No. 19313-A*

RECEIVED  
MAR 24 10 11 AM '95  
COMMERCIAL STATION

*Country parts -  
to Mr. Williams*

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>
7	6-axle diesel-electric locomotives	C-C	3876-8882

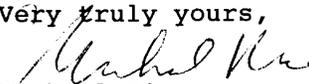
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Assignment dated as of March 22, 1995, between SCL Feegal Co., Ltd., as assignor, and The Toyo Trust and Banking Co., Ltd., New York Branch, as assignee, and covering seven diesel-electric locomotives (numbered NS 8876-8882).

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.

19313-A  
MAR 2 1995 12 AM

MEMORANDUM OF LEASE ASSIGNMENT dated as of March 22, 1995, between SCL FEEGAL CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE TOYO TRUST AND BANKING CO., LTD., NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrower and Norfolk Southern Railway Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering seven General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8876 through 8882; and

WHEREAS the Borrower 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 Borrower 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.

SCL FEEGAL CO., LTD.  
by [Signature]  
Title: Attorney-in-fact

THE TOYO TRUST AND BANKING CO., LTD.,  
NEW YORK BRANCH  
by [Signature]  
Title: Vice President

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

On this 22<sup>nd</sup> day of March, 1995, before me personally appeared Yoshiyuki Muramatsu, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SCL FEEGAL 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.

*Louise Mello*  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4726312  
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 22<sup>nd</sup> day of March, 1995, before me personally appeared Hiroyuki Fukuro, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE TOYO TRUST AND BANKING CO., LTD., 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.

*Louise Mello*  
Notary Public

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4726312  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1996