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March 22, 1995

New Minutes
19315
MAR 24 1995
AIR

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 Chattel Mortgage and Security Agreement, a "primary document", dated as of March 22, 1995.

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

- MORTGAGOR: SCL Feegal Co., Ltd.
In care of Sumisho Lease Co., Ltd.
11-1, Nishi-ikebukuro 1-chome
Toshima-ku
Tokyo, Japan
- MORTGAGEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

*Counterparts -
W. D. Williams*

LICENSING BRANCH
MAR 24 10 11 AM '95

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	8876-8882

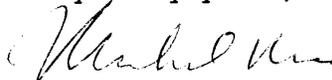
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Chattel Mortgage and Security Agreement dated as of March 22, 1995, between SCL Feegal Co., Ltd., as mortgagor, and Norfolk Southern Railway Company, as mortgagee, 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.

9315

APR 2 1995 10:00 AM

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of March 22, 1995, among SCL FEEGAL CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Mortgagor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Secured Party**).

WHEREAS the Mortgagor and the Secured Party are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof, covering seven General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8876 through 8882.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the said locomotives in favor of the Secured Party, 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 
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by 
Title: Vice President

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

On this 22ND 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. 43-4729312
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

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

On this 21st day of March, 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, 1998