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January 17, 1996

*— 11 —*  
*Number 1000-1042*

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301, I submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of December 29, 1995. The document to which this is connected is the Memorandum of Lease Assignment dated as of December 29, 1995, which is being filed with the Commission today.

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

ASSIGNOR: Taurus Lease Co., Ltd.  
In care of Sanwa Business Credit Co., Ltd.  
6-1, Nishi-shinjuku 1-chome  
Shinjuku-ku  
Tokyo, Japan  
ASSIGNEE: The Sanwa Bank Limited,  
Atlanta Agency  
133 Peachtree Street, N.E.  
Atlanta, Georgia 30303

Please index separately the name of the above-mentioned Assignee in the "Vendee/Assignee" Index Book ("white pages") as follows:

Index under The Sanwa Bank Limited, Atlanta Agency, saying, "See Recordation No. \_\_\_\_ -A."

*Counterparts - 11/17/95*

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>
26	6-axle diesel-electric locomotives	C-C	8889-8914

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W. (Suite 750), Washington, D.C. 20005.

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

Memorandum of Lease Assignment dated as of December 29, 1995, between Taurus Lease Co., Ltd., as assignor, and The Sanwa Bank Limited, Atlanta Agency, as assignee, and covering 26 diesel-electric locomotives (numbered NS 8889-8914).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

  
Daniel S. Brescoll

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Encl.

MEMORANDUM OF LEASE ASSIGNMENT dated as of December 29, 1995, between TAURUS LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE SANWA BANK LIMITED, ATLANTA AGENCY (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 twenty-six General Electric model DASH 9-40CW diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8889 through 8914; 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.

TAURUS LEASE CO., LTD.

by [Signature]  
Title: Attorney-in-fact

THE SANWA BANK LIMITED,  
ATLANTA AGENCY

by [Signature]  
Title: Vice President and  
Senior Manager

STATE OF GEORGIA            )  
                                  )     SS.:  
COUNTY OF FULTON         )

On this 29<sup>th</sup> day of December, 1995, before me personally appeared Shinji Osumi, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for TAURUS LEASE 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.

*Clara W. Mackay*  
.....  
Notary Public

My commission expires

Notary Public, Fulton County, Georgia.  
My Commission Expires July 18, 1999.

STATE OF GEORGIA            )  
                                  )     SS.:  
COUNTY OF FULTON         )

On this 29<sup>th</sup> day of December, 1995, before me personally appeared Peter J. Pawlak, to me personally known, who, by me being duly sworn, says that he is Vice President and Senior Manager of THE SANWA BANK LIMITED, ATLANTA AGENCY, 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.

*Clara W. Mackay*  
.....  
Notary Public

My commission expires

Notary Public, Fulton County, Georgia.  
My Commission Expires July 18, 1999.