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MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN

19894-B

February 27, 1996

Recordation No 19594-B

Dear Sir:

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 an Amendment Memorandum of Lease Agreement, a "secondary document," dated as of January 29, 1996.

The primary document to which this is related is the Memorandum of Lease Agreement, dated as of December 29, 1995, which was recorded with the Board on January 18, 1996, and assigned recordation number 19894.

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

LESSOR: Taurus Lease Co., Ltd.
In care of Sanwa Business Credit Co., Ltd.
6-1, Nishi-shinjuku 1-chome
Shinjuku-ku
Tokyo, Japan

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

Counterparts - 1/27/96

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Norfolk Southern Road Numbers (both inclusive)</u>
13	6-axle diesel-electric locomotives	C-C	8889-8901

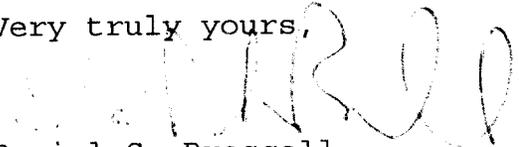
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W. (Suite 750), Washington, D.C. 20005.

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

Amendment Memorandum of Lease Agreement dated as of January 29, 1996, between Taurus Lease Co., Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, covering 13 diesel-electric locomotives (numbered NS 8889-8901), and releasing 13 diesel-electric locomotives (numbered NS 8902-8914).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,


Daniel S. Brescoll

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

Encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

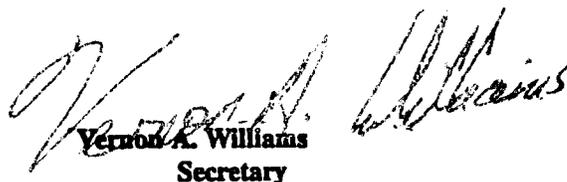
2/29/96

Daniel S. Brescoll
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 2/29/96 at 2:25PM, and assigned recordation number(s). 19894-B and 19894-C.

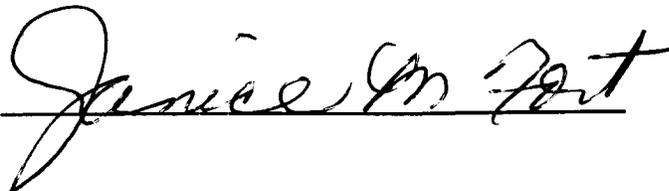
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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



AMENDMENT MEMORANDUM OF LEASE AGREEMENT dated as of January 29, 1996, between TAURUS LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Lessor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Lessee**).

WHEREAS the Lessor and the Lessee have entered into a Memorandum of Lease Agreement dated as of December 29, 1995, in respect of that certain Lease Agreement dated as of December 29, 1995, 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.

WHEREAS the said Memorandum of Lease Agreement has been filed and recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on January 18, 1996, and assigned recordation number 19894;

WHEREAS only thirteen locomotives, bearing the road numbers of Norfolk Southern Railway Company 8889 through 8901 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 thirteen locomotives bearing the road numbers of Norfolk Southern Railway Company 8902 through 8914, 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

NORFOLK SOUTHERN RAILWAY COMPANY

by _____
Title: Authorized Agent

AMENDMENT MEMORANDUM OF LEASE AGREEMENT dated as of January 29, 1996, between TAURUS LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the Lessor), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee have entered into a Memorandum of Lease Agreement dated as of December 29, 1995, in respect of that certain Lease Agreement dated as of December 29, 1995, 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.

WHEREAS the said Memorandum of Lease Agreement has been filed and recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on January 18, 1996, and assigned recordation number 19894;

WHEREAS only thirteen locomotives, bearing the road numbers of Norfolk Southern Railway Company 8889 through 8901 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 thirteen locomotives bearing the road numbers of Norfolk Southern Railway Company 8902 through 8914, 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 _____
Title: Attorney-in-fact

NORFOLK SOUTHERN RAILWAY COMPANY

by 
Title: Authorized Agent

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

On this ^{23rd} day of February, 1996, 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. McKay
.....
Notary Public

My commission expires

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

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

On this day of February, 1996, before me personally appeared James N. Bayley, to me personally known, who, by me being duly sworn, says that he is an authorized agent 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

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

On this day of February, 1996, 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.

.....
Notary Public

My commission expires

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

On this *9th* day of February, 1996, before me personally appeared James N. Bayley, to me personally known, who, by me being duly sworn, says that he is an authorized agent 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.

.....
Edna Th. Hobbs
Notary Public

My commission expires

February 28, 1998