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RICHARD HALL

19894-C

(212) 474-1042

February 27, 1996

Recordation No. 19894-C

*Counterparts -
W. H. M. [unclear]*

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 Assignment, a "secondary document", dated as of January 29, 1996.

This document to which this is related is the Memorandum of Lease Assignment, dated as of December 29, 1995, recorded with the Board on January 18, 1996, and assigned recordation number 19894-A.

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

19894-C

AMENDMENT MEMORANDUM OF LEASE ASSIGNMENT
dated as of January 29, 1996, 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 have entered into a Memorandum of Lease Assignment
dated as of December 29, 1995, in respect of the assignment
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; and

WHEREAS the said Memorandum of Lease Assignment
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-A;

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 and are covered by
said assignment.

IN WITNESS WHEREOF, the parties hereto wish to
show for the public record the release and termination of
the assignment 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

THE SANWA BANK LIMITED,
ATLANTA AGENCY

by 
Title: Vice President and
Senior Manager

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.

Catherine L. 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 23rd day of February, 1996, 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.

Catherine L. MacKay
.....
Notary Public

My commission expires

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

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

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Catherine L. MacKay
.....
Notary Public

My commission expires

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

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

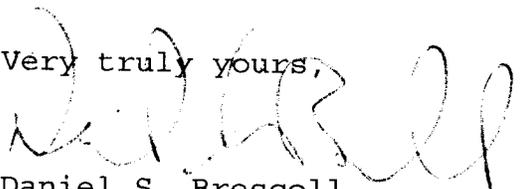
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W. (Suite 750), Washington, D.C. 20005.

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

Amendment Memorandum of Lease Assignment dated as of January 29, 1996, between Taurus Lease Co., Ltd., as assignor, and The Sanwa Bank Limited, Atlanta Agency, as assignee, 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.