

0100958006

# CRAVATH, SWAIN & MOORE

WORLDWIDE PLAZA  
825 EIGHTH AVENUE  
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000  
FACSIMILE: (212) 474-3700

ALLEN F. MAULSBY  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
JOHN F. HUNT  
GEORGE J. GILLESPIE, II  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
RICHARD J. HIEGEL  
FREDERICK A.O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD

PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
HERBERT L. CAMP  
ALLEN FINKELSON  
RONALD S. ROLFE  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
MAX R. SHULMAN  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER  
EVAN R. CHESLER  
PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER

33 KING WILLIAM STREET  
LONDON EC4R 9DU ENGLAND  
TELEPHONE: 071-866-1421  
FACSIMILE: 071-860-1150

SUITE 2609, ASIA PACIFIC FINANCE TOWER  
CITIBANK PLAZA  
3 GARDEN ROAD, CENTRAL  
HONG KONG  
TELEPHONE: 852-509-7200  
FACSIMILE: 852-509-7272

DANIEL P. CUNNINGHAM  
KRIS F. HEINZELMAN  
E. ROBBINS KIESSLING  
ROGER D. TURNER  
PHILIP A. GELSTON  
FORY O. MILLSON  
NEIL P. WESTREICH  
FRANCIS P. BARRON  
RICHARD W. CLARY  
WILLIAM P. ROGERS, JR.  
JAMES D. COOPER  
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ROBERT A. KINDLER  
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ROBERT H. BARON  
KEVIN J. GREHAN

W. CLAYTON JOHNSON  
STEPHEN S. MADSEN  
C. ALLEN PARKER  
MARC S. ROSENBERG  
WILLIAM B. BRANNAN  
LEWIS R. STEINBERG  
SUSAN WEBSTER  
WILLIAM H. WIDEN  
TIMOTHY G. MASSAD  
DAVID MERCADO  
ROWAN D. WILSON  
JOHN T. GAFFNEY  
PETER T. BARBUR  
SANDRA C. GOLDSTEIN  
PAUL MICHALSKI  
THOMAS G. RAFFERTY

WRITER'S DIRECT DIAL NUMBER  
(212) 474-1042

#4

LEASE  
NEW NUMBER - A

February 7, 1996

1996 - A

1155

*Counterpart - Williams*

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 January 29, 1996. The document to which this is connected is the Memorandum of Lease Assignment dated as of January 29, 1996, which is being filed with the Commission today.

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

ASSIGNOR: Sable Lease Co., Ltd.  
c/o 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

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*Please cross index under name of lessee/nee  
in index under lessee/nee (check page) of  
Board record book subject Sanwa Business  
No. 19926 - A.*

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>
41	6-axle diesel-electric locomotives	C-C	8902-8942

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 January 29, 1996, between Sable Lease Co., Ltd., as assignor, and The Sanwa Bank Limited, Atlanta Agency, as assignee, and covering 41 diesel-electric locomotives (numbered NS 8902-8942).

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 January 29, 1996, between SABLE 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 forty-one General Electric model DASH 9-40CW diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company NS 8902 through NS 8942; 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.

SABLE 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 January, 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 SABLE 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 January, 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.

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

My commission expires

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