

# CRAVATH, SWAINE & MOORE

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WRITER'S DIRECT DIAL NUMBER

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20002

April 2, 1996

APR 4 - 1996 - 10:20 AM

INTERNATIONAL TELETYPE COMMUNICATIONS

Dear Mr. Williams:

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

This document is a Memorandum of Chattel Mortgage and Security Agreement, a "primary document", dated as of April 1, 1996.

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

MORTGAGOR: SL Robin Ltd.  
c/o Showa Leasing Co., Ltd.  
Pola Aoyama Building  
5-17, 2-chome, Minami-Aoyama  
Minato-ku  
Tokyo, Japan

MORTGAGEE: The Asahi Bank, Ltd.  
Suite 6011  
One World Trade Center  
New York, New York 10048-0476

APR 4 10 16 AM '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>
37	6-axle diesel-electric locomotives	C-C	8972-9008

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 the undersigned at the above address.

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

Memorandum of Chattel Mortgage and Security Agreement dated as of April 1, 1996, between SL Robin Ltd., as mortgagor, and The Asahi Bank, Ltd., as mortgagee, and covering 37 diesel-electric locomotives (numbered NS 8972-9008).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

  
Michael Rice

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

Encl.

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

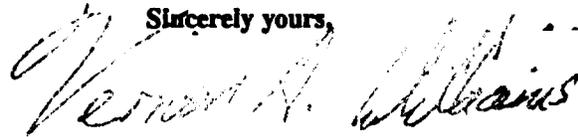
4/4/96

Michael Rice  
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 4/4/96 at 10:20AM , and assigned recordation number(s). 20002, 20003, 20004 and 20004-A.

Sincerely yours,

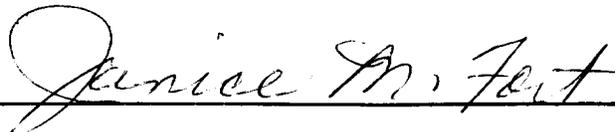


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 84.00 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



20002

RECORDED & INDEXED

APR 4 - 1996 - 10 29 AM

OFFICIALS OF THE COMMISSION

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of April 1, 1996, between SL ROBIN LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE ASAHI BANK, LTD. (hereinafter called the **Security Agent**).

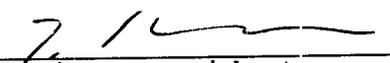
WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, covering the railroad locomotives listed in Schedule A hereto.

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 Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SL ROBIN LTD.

by   
Title: ~~Attorney~~-in-fact

THE ASAHI BANK, LTD.

by   
Title: Vice President

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

On this 2nd day of April, 1996, before me personally appeared Kenshin Sumiya, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SL ROBIN 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

My commission expires

LOUISE MELLO  
Notary Public, State of New York  
No. 43-4729812  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1997

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

On this 28th day of March, 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 )  
 ) SS.:  
COUNTY OF )

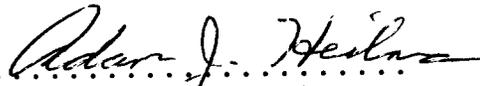
On this \_\_\_\_\_ day of April, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SL ROBIN LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires \_\_\_\_\_

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

On this 27<sup>th</sup> day of March, 1996, before me personally appeared Tatsuo Kase, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE ASAHI BANK, LTD., 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 \_\_\_\_\_

ADAM J. HEILMAN  
Notary Public, State of New York  
No. 24-4921131  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires 1/25/98

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	Norfolk Southern Railway Company <u>Road Numbers</u>
37	General Electric model DASH 9-40CW diesel-electric locomotives	8972 through 9008