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RICHARD HALL

20003

April 2, 1996

APR 4 - 1996 - 10:20 AM

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 primary 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: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

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 |

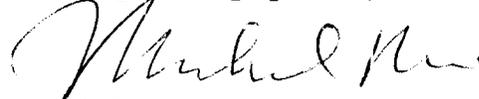
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

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 Norfolk Southern Railway Company, 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.

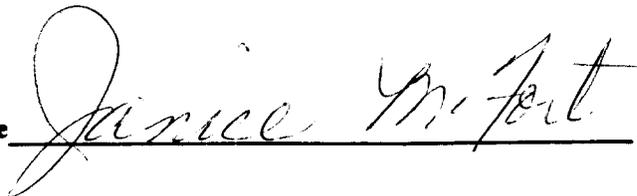
Sincerely yours,


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



20003

APR 4 - 1996 - 10 20 AM

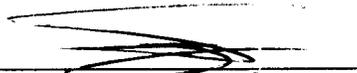
FILED

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 **Mortgagor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Secured Party**).

WHEREAS the Mortgagor and the Secured Party are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof, 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 Secured Party, 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

NORFOLK SOUTHERN RAILWAY COMPANY

by 
Title: Authorized Agent

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, 1996

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

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.

.....
Edna M. Hobbs
.....
Notary Public

My commission expires

February 28, 1998

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 |