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RECORDATION NO. 20543-A  
FILED 1997

MAR 14 1997 2:22 PM

March 4, 1997

MAR 12 1 55 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 Amendment of Lease Agreement, a "secondary document", dated as of February 28, 1997.

The primary document to which this document relates is the Memorandum of Lease Agreement dated as of February 5, 1997, recorded with you on February 11, 1997, and assigned recordation number 20543.

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

LESSOR: Leone Lease Ltd.  
c/o CitiLease Co., Ltd.  
2-3-14 Higashi-shinagawa  
Shinagawa-ku  
Tokyo 140, Japan

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

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>
39	6-axle diesel-electric locomotives	C-C	9010, 9016-9053

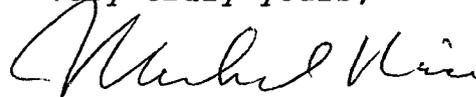
The recordation fee of \$22.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

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

Memorandum of Amendment of Lease Agreement dated as of February 28, 1997, between Leone Lease Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, and covering 39 diesel-electric locomotives (numbered NS 9010, 9016-9053).

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. 20427-0001

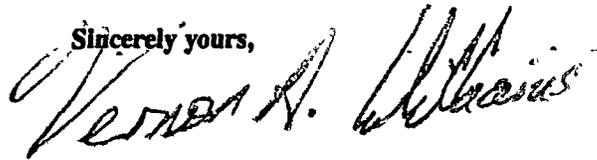
3/12/97

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 3/12/97 at 2:00PM, and assigned recordation number(s). 20543-A, 20543-B, 20544-B, 20544-C, and 20545-A.

Sincerely yours,

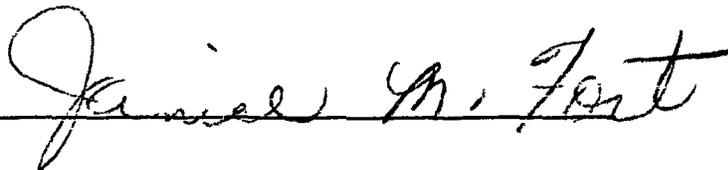


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 96.00. 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



RECORDATION NO 20543-A  
MAR 12 1997 2:22 PM

MEMORANDUM OF AMENDMENT OF LEASE AGREEMENT dated as of February 28, 1997, between LEONE LEASE 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 that certain **Lease Agreement** (hereinafter so called) dated as of February 5, 1997, covering certain railroad locomotives;

WHEREAS a Memorandum of Lease Agreement (hereinafter called the **Original Memorandum**) was recorded with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on February 11, 1997, and assigned recordation number 20543; and

WHEREAS the parties hereto have entered into a supplement to the Lease Agreement covering the railroad locomotives listed in Schedule A hereto, in the place and stead of the locomotives listed in Schedule A to the Original Memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the locomotives listed in Schedule A hereto by the Lessor and the leasehold interest in such locomotives of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written, to amend and supersede in all respects the Original Memorandum.

LEONE LEASE LTD.

by James F. Hayes

NORFOLK SOUTHERN RAILWAY COMPANY

by Steven A. Evans

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

On this 28 day of February, 1997, before me personally appeared James F. Hayden, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for LEONE LEASE 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

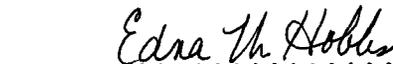
My commission expires

SANDY F CHIN  
Notary Public, State of New York  
No 01CH5068751  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires Nov 4, 1998



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

On this 28th day of February, 1997, before me personally appeared Steven A. Evans, 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

February 28, 1998



SCHEDULE A

<u>Quantity</u>	<u>Description</u>	Norfolk Southern Railway Company <u>Road Numbers</u>
39	General Electric model DASH 9-40CW diesel-electric locomotives	9010, 9016 through 9053