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RICHARD HALL

(212) 474-1820

20544-B
March 4, 1997
MARK 1 7 1997 7:20 PM

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 Assignment and Amendment of Chattel Mortgage and Security Agreement, a "secondary document", dated as of February 28, 1997.

The primary document to which this document relates is the Memorandum of Chattel Mortgage and Security Agreement dated as of February 5, 1997, recorded with you on February 11, 1997, and assigned recordation number 20544.

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

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

MORTGAGEE: Citicorp USA, Inc.
400 Perimeter Center Terrace
Atlanta, Georgia 30346

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 Chattel Mortgage and Security Agreement dated as of February 28, 1997, between Leone Lease Ltd., as mortgagor, and Norfolk Southern Railway Company, as mortgagee, 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.

MAR 16 1997

MEMORANDUM OF ASSIGNMENT AND AMENDMENT OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of February 28, 1997, among LEONE LEASE LTD., a corporation organized under the laws of Japan (hereinafter called the Borrower), CITICORP USA, INC. (hereinafter called the Original Security Agent), and WESTDEUTSCHE LANDESBANK GIROZENTRALE (hereinafter called the Successor Security Agent).

WHEREAS the Borrower and the Original Security Agent have entered into that certain Chattel Mortgage and Security Agreement dated as of February 5, 1997 (hereinafter called the Mortgage), covering certain railroad locomotives;

WHEREAS a Memorandum of Chattel Mortgage and Security 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 20544;

WHEREAS the Successor Security Agent has succeeded the Original Security Agent as security agent under the Mortgage; and

WHEREAS the Lessor and the Successor Security Agent have entered into a supplement to the Mortgage 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 succession of the security agent under the mortgage and the mortgage of and security interest in the locomotives listed in Schedule A hereto in favor of the Successor Security Agent, 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. Hayde

CITICORP USA, INC.

by Hilary Hylan

WESTDEUTSCHE LANDESBANK GIROZENTRALE

by James F. Hayde

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

On this 29 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.

[Signature]
.....
Notary Public
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



My commission expires

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

On this 27th day of February, 1997, before me personally appeared HILARY A. MYLAN, to me personally known, who, by me being duly sworn, says that she is a vice PRESIDENT of CITICORP USA, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
.....
Notary Public

My commission expires December 13, 1999

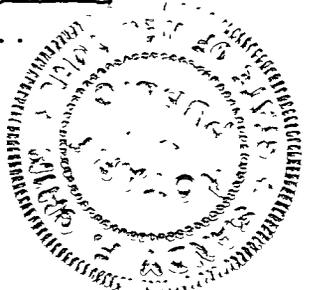
STATE OF NEW YORK)
)
) SS.:
COUNTY OF NEW YORK)

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 WESTDEUTSCHE LANDESBANK GIROZENTRALE, 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.

[Signature]
.....
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



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