

CRAVATH, SWAINE & MOORE

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

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

33 KING WILLIAM STREET
LONDON EC4R 9DU ENGLAND
TELEPHONE 44 171 453 1000
FACSIMILE 44 171 860 1150

SUITE 2608, ASIA PACIFIC FINANCE TOWER
3 GARDEN ROAD, CENTRAL
HONG KONG
TELEPHONE 852 2509 7200
FACSIMILE 852 2509 7272

WRITER'S DIRECT DIAL NUMBER

SAMUEL C BUTLER
GEORGE J GILLESPIE, III
THOMAS D BARR
MELVIN L BEDRICK
GEORGE T LOWY
ROBERT ROSENMAN
ALAN J SHRUSKA
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 BRÖME

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
DANIEL P CUNNINGHAM
KRIS F HEINZELMAN

B ROBBINS KIESSLING
ROGER D TURNER
PHILIP A GELSTON
RORY O MILLSON
NEIL P WESTREICH
FRANCIS P BARRON
RICHARD W CLARY
WILLIAM P ROGERS, JR
JAMES D COOPER
STEPHEN L GORDON
ROBERT A KINDLER
DANIEL L MOSLEY
GREGORY M SHAW
PETER S WILSON
JAMES C VARDELL, III
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
MICHAEL S GOLDMAN
GEORGE W BILICIC, JR
RICHARD HALL

(212) 474-1820

March 4, 1997

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

The primary documents to which this document relates are the Memorandum of Lease Agreement and the Memorandum of Chattel Mortgage, each dated as of February 5, 1997, each recorded with you on February 11, 1997, and assigned recordation numbers 20543 and 20544, respectively.

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

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

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

The name and address of the additional party to the document is as follows:

SUCCESSOR Westdeutsche Landesbank Girozentrale
MORTGAGEE: Tokyo Branch
 Fukoku Seimei Building
 2-2-2, Uchisaiwaicho,
 Chiyoda-ku
 Tokyo 100, Japan

The document covers the following equipment:

<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

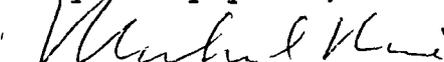
The recordation fee of \$22.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

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

Memorandum of Assignment and Amendment of Chattel Mortgage and Security Agreement dated as of February 28, 1997, among Leone Lease Ltd., as mortgagor, Citicorp USA, Inc., as mortgagee, and Westdeutsche Landesbank Girozentrale, Tokyo Branch, as successor mortgagee, 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.

20544-C

MAR 1 1997 PW

MEMORANDUM OF ASSIGNMENT AND AMENDMENT OF LEASE ASSIGNMENT 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 Norfolk Southern Railway Company (hereinafter called 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 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;

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), pursuant to which the Lease Agreement and supplements thereto were assigned by the Borrower to the Original Security Agent;

WHEREAS a Memorandum of Chattel Mortgage and Security Agreement 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, and a Memorandum of Lease Assignment (hereinafter called the Original Memorandum) was so recorded on said date and assigned recordation number 20544-A;

WHEREAS the Successor Security Agent has succeeded the Original Security Agent as security agent under the Mortgage and assignee of the Lease Agreement; and

WHEREAS the Lessee and the Lessor have entered into a supplement to the Lease and 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 Successor Security Agent as security agent under the Mortgage and assignee of the Lease Agreement covering the locomotives listed in Schedule A hereto, 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 Helan Hylan

WESTDEUTSCHE LANDESBANK GIROZENTRALE

by James F. Hayde

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

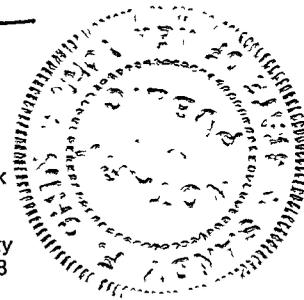
On this 28 day of February, 1997, before me personally appeared James F. Hayden, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for LEONE LEASE LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandy F. Chin
.....
Notary Public

My commission expires

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

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



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.

Hilary A. Mylan
.....
Notary Public

My commission expires December 12, 1999

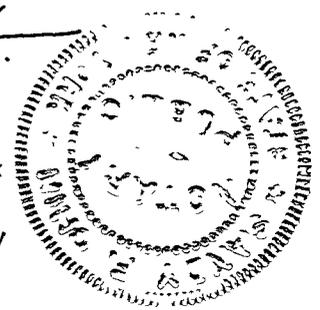
STATE OF NEW YORK)
)
) SS.:
COUNTY OF NEW YORK)

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.

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