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(212) 474-1820

20545-A
March 4, 1997
MAR 12 1997 7:22 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 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 20545.

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

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

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

The document covers the following equipment:

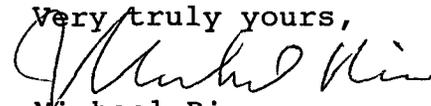
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
39	6-axle diesel-electric locomotives	C-C	9010, 9016-9053

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 Lease Assignment dated as of February 28, 1997, among Leone Lease Ltd., as assignor, Citicorp USA, Inc., as assignee, and Westdeutsche Landesbank Girozentrale, Tokyo Branch, as successor assignee, covering the Lease Agreement dated as of February 5, 1997, between the assignor, as lessor, and Norfolk Southern Railway Company, as lessee, 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.

MEMORANDUM OF AMENDMENT OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of February 28, 1997, between LEONE LEASE 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 have entered into that certain Chattel Mortgage and Security Agreement dated as of February 5, 1997 (hereinafter called the **Security Agreement**), 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 20545; and

WHEREAS the parties hereto have entered into an amendment to the Security 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 mortgage of and security interest in the locomotives listed in Schedule A hereto 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, to amend and supersede in all respects the Original Memorandum.

LEONE LEASE LTD.

by James F. Hayde

NORFOLK SOUTHERN RAILWAY COMPANY

by Steven A. Evans

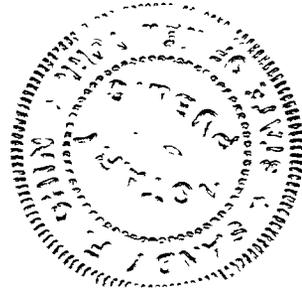
STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

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.

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



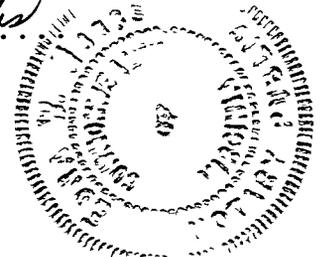
COMMONWEALTH OF VIRGINIA)
) SS.:
CITY OF NORFOLK)

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.

Edra M. Hobbes
.....
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