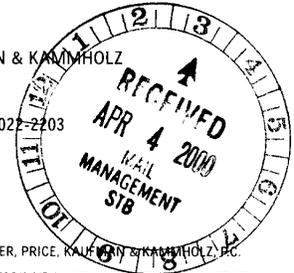


# VEDDER PRICE

VEDDER, PRICE, KAUFMAN & KAMM HOLZ  
805 THIRD AVENUE  
NEW YORK, NEW YORK 10022-2203  
212-407-7700  
FACSIMILE: 212-407-7799



RECORDATION NO. 19314-A FILED

APR 06 '00 10-03 AM

KATHLEEN R. WHITE  
212-407-7753

SURFACE TRANSPORTATION BOARD

A PARTNERSHIP INCLUDING VEDDER, PRICE, KAUFMAN & KAMM HOLZ, P.C.  
WITH OFFICES IN CHICAGO, NEW YORK CITY, AND LIVINGSTON, NEW JERSEY

April 3, 2000

Via Federal Express  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Sir/Madam:

I have enclosed the original counterparts of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a chattel mortgage supplement No. 2, a secondary document dated September 8, 1999.

The primary document to which this is connected is recorded under Recordation No. 19314. We request that this assignment be cross-indexed.

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

Mortgagor: SCL Feegal Co., Ltd.  
c/o Sumisho Lease Co., Ltd.  
11-1, Nishi-1 Kebukuro 1-Chome  
Toshima-ku  
Tokyo, Japan

Mortgagee: The Dai-Ichi Kangyo Bank, Limited  
One World Trade Center, 48th Floor  
New York, New York 10048

Transferring Mortgagee: The Toyo Trust and Banking Co., Ltd.  
666 Fifth Avenue  
New York, New York 10103

A description of the equipment covered by the document follows.

VPNY/#54207.1

RS

VEDDER PRICE

Surface Transportation Board  
March 14, 2000  
Page 2

<u>Number Of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
7	6-axle diesel-electric locomotives	C-C	8876-8882

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterpart not needed by the Board, stamped with the Board's recordation date, to Kathleen R. White, Vedder, Price, Kaufman & Kammholz P.C., 805 Third Avenue, New York, New York 10022.

A short summary of the document for use in the index follows: Chattel Mortgage Supplement No. 2 dated as of September 10, 1999 between SCL Feegal Co., Ltd., as mortgagor, The Dai-Ichi Kangyo Bank, Limited, as Mortgagee and The Toyo Trust and Banking Co., Ltd., as predecessor Mortgagee and covering seven diesel-electric locomotives (numbered NS8876-8882).

Please acknowledge receipt on the enclosed copy of this letter and return in the envelop provided.

Very truly yours,



Kathleen R. White

KRW/bau  
enc.

cc: Victor Cheong

VPNY/#54207.1

RECORDATION NO. 19314-A FILED

APR 06 '00 10-03 AM

**CHattel MORTGAGE SUPPLEMENT NO. 2 SURFACE TRANSPORTATION BOARD**

This CHATTEL MORTGAGE SUPPLEMENT NO. 2, dated September 10, 1999, by SCL FEEGAL CO., LTD., a Japanese corporation (together with its successors and permitted assigns being hereinafter referred to as the "Borrower") and THE TOYO TRUST & BANKING CO., LTD., NEW YORK BRANCH ("Toyo"), as predecessor Security Agent, in favor of THE DAI-ICHI KANGYO BANK, LIMITED NEW YORK BRANCH ("DKB"), not in its individual capacity but solely as Security Agent under the Mortgage referred to below (together with its successors and permitted assigns, the "Security Agent").

WHEREAS, the Borrower has heretofore executed and delivered to the predecessor Security Agent, Toyo, a Chattel Mortgage and Security Agreement, dated as of March 22, 1995 (as amended, supplemented or restated and in effect from time to time, the "Mortgage") which Mortgage provides for the execution and delivery of supplements substantially in the form hereof.

WHEREAS, Toyo transferred its interest in the Loan Agreement to DKB and Toyo has resigned as Security Agent and DKB has been appointed successor Security Agent with all the powers and duties of the Security Agent as if DKB were a party to the original Loan Agreement and the other Operative Documents.

NOW, THEREFORE, to memorialize the transfer of the lien and security interest reflected in the Mortgage and in the Loan Agreement and in the other Operative Documents, and for the uses and purposes and subject to the terms and provisions of the Mortgage, and for good and valuable consideration, the parties have executed this Chattel Mortgage Supplement No. 2.

This Chattel Mortgage Supplement shall be construed as supplemental to the Mortgage and shall form a part thereof. The Mortgage and Mortgage Supplement No. 1 is hereby incorporated by reference herein to the same extent as if fully set forth herein and is hereby ratified, approved and confirmed in all respects.

This Chattel Mortgage Supplement shall be governed by and construed in accordance with the laws of the State of New York and is being delivered in the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Chattel Mortgage Supplement to be duly executed, as of the day and year first above written.

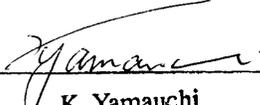
SCL FEEGAL CO., LTD.

By: \_\_\_\_\_  
Name:  
Title:

THE DAI-ICHI KANGYO BANK, LIMITED  
NEW YORK BRANCH, not in its individual  
capacity, except as expressly provided  
herein, but solely as Security Agent

By: \_\_\_\_\_  
Name:  
Title:

THE TOYO TRUST & BANKING CO., LTD.  
NEW YORK BRANCH, as predecessor  
Security Agent

By:   
Name: K. Yamauchi  
Title: Vice President



IN WITNESS WHEREOF, the parties hereto have caused this Chattel Mortgage Supplement to be duly executed, as of the day and year first above written.

SCL FEEGAL CO., LTD.

By: Kathleen R. White  
Name: Kathleen R. White  
Title: Attorney-in-fact

THE DAI-ICHI KANGYO BANK, LIMITED  
NEW YORK BRANCH, not in its individual  
capacity, except as expressly provided  
herein, but solely as Security Agent

By: Victor Cheong  
Name: Victor Cheong  
Title: Vice President

THE TOYO TRUST & BANKING CO., LTD.  
NEW YORK BRANCH, as predecessor  
Security Agent

By: \_\_\_\_\_  
Name:  
Title:

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

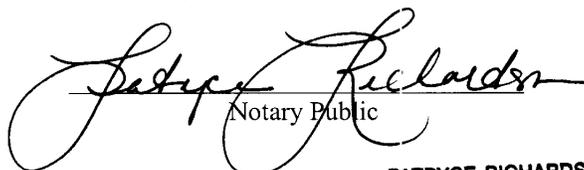
On the 10th day of September in the year 1999 before me personally came Victor Cheong to me known, who, being by me duly sworn, did depose and say that he resides at NEW YORK, NY, that he is the Vice President of THE DAI-ICHI KANGYO BANK, LIMITED, NEW YORK BRANCH, the corporation described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said corporation.

  
Notary Public  
**DWIGHT DROS**  
Notary Public, State of New York  
No. 01DR5041423  
Qualified in Bronx County  
Commission Expires 4/2/01

[Notary Seal]

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

On the 10th day of September in the year 1999 before me personally came Kathleen R. White to me known, who, being by me duly sworn, did depose and say that she resides at 165 Christopher St., NY, NY, that she is the attorney-in-fact for SCL FEEGAL CO., LTD. the corporation described in and which executed the above instrument; and that she signed her name thereto by authority of the board of directors of said corporation.

  
Notary Public

**PATRYCE RICHARDSON**  
Notary Public, State of New York  
No. 01RI5053095  
Qualified in Westchester County  
Commission Expires Dec. 11, 2001

[Notary Seal]