



CORPORATION SERVICE COMPANY

May 9, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RE: 143394-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 16, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **NORFOLK SOUTHERN RAILWAY COMPANY**
110 Franklin Road SE PO Box 0041 Roanoke, VA 24042

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **NORFOLK SOUTHERN RAILWAY COMPANY** covering 24 locomotives with reporting marks and numbers –CEFX 2815 – CEFX 7120 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

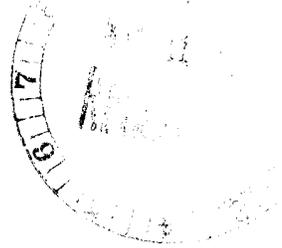
April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO. 25585 FILED

MAY 13 '05

10-47 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 16 day of Feb., 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation, with an address at 110 Franklin Road, S.E., P.O. Box 0041, Roanoke, Virginia 24042-0072 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of 2/16/05 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stigush
Name: Catherine Stigush
Title: Vice President

RECORDATION NO. 25585 FILED

MAY 13 2005

10-47 AM

STATE SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NORFOLK SOUTHERN RAILWAY COMPANY

By: R D White
Name: R D White
Title: AVP - Material Management

Schedule A

Equipment Description

GROUP A

Two (2) SD40-2, 6 axles, 3,000 HP Locomotives bearing the following road mark and numbers:

CEFX 2815
CEFX 3174

GROUP B

Twenty two (22) SD40-2, 6 axles, 3,000 HP Locomotives bearing the following road mark and numbers:

CEFX 3153
CEFX 3154
CEFX 3156
CEFX 3158
CEFX 3159
CEFX 3161
CEFX 3162
CEFX 3165
CEFX 3167
CEFX 3171
CEFX 3178
CEFX 3179
CEFX 3180
CEFX 3423
CEFX 6935
CEFX 7077
CEFX 7092
CEFX 7098
CEFX 7108
CEFX 7111
CEFX 7115
CEFX 7120