



CORPORATION SERVICE COMPANY

RECORDATION NO. 25585-A FILED

MAY 22 '07 -2 4 7 PM

SURFACE TRANSPORTATION BOARD



May 21, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 908126/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/30/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Norfolk Southern Railway Company
110 Franklin Road SW
Roanoke, VA 24042-0072

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 9th day of June, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, 110 Franklin Road, S.W., Roanoke, VA 24042-0072, a Virginia corporation, with an address at 5300 Broken Sound Blvd. NW, Boca Raton, FL 33487 (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 Master Net Locomotive Lease (the "Lease") dated as of February 9, 2000, covering certain equipment described therein. Reference is made to the Memorandum of locomotive lease filed with the Surface Transportation Board on February 16, 2005 and given Recordation Number 25585.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, 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: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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: G.R. Steele
Name: G.R. Steele
Title: Director Purchasing

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>
24	SD40-2, 6 axles, 3,000 HP
1	CEFX 2815
2	CEFX 3153
3	CEFX 3154
4	CEFX 3156
5	CEFX 3158
6	CEFX 3159
7	CEFX 3161
8	CEFX 3162
9	CEFX 3165
10	CEFX 3167
11	CEFX 3171
12	CEFX 3174
13	CEFX 3178
14	CEFX 3179
15	CEFX 3180
16	CEFX 3187
17	CEFX 3423
18	CEFX 6935
19	CEFX 7077
20	CEFX 7092
21	CEFX 7108
22	CEFX 7111
23	CEFX 7115
24	CEFX 7120