

RECORDATION NO. 19171-D FILED

APR 14 '09

4-21 PM

SURFACE TRANSPORTATION BOARD

David A. Shelton  
General Attorney



  
Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-9241

Writer's Direct Dial Number

(757) 629-2834

(757) 823-5781 (fax)

E-mail: David.Shelton@nscorp.com

April 9, 2009  
EQ000003

**VIA UPS**

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Room 1149  
Washington, DC 20024

Dear Ms. Quinlan:

Enclosed please find two (2) counterparts, properly executed and acknowledged, of each of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of January 13, 2009 ("Document #1"); (2) a Release of Lessor Security Agreement, a secondary document, dated as of January 13, 2009 ("Document #2"); and (3) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of January 13, 2009 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 19171, 19172 and 19173, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

**Document #1:**

Lessor: CL Jaguar Limited  
CL Cougar Limited  
c/o Mitsubishi UFJ Lease & Finance Company Limited  
1-5-1 Marunouchi  
Chiyoda-ku, Tokyo 100-6525  
Japan

Ms. Anne K. Quinlan  
April 9, 2009  
Page 2

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

**Document #2:**

**Security Agent:** The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York  
Branch  
(as successor to The Tokai Bank, Limited, New York  
Branch, the name used in the original filing)  
1251 Avenue of the Americas  
New York, New York 10020-1104

**Document #3:**

**Secured Party:** Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

The equipment originally covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
45	General Electric Dash 9-40C Locomotives	C-C	8764- 8808

A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

**Document #1:**

Termination of Lease Agreement dated as of January 13, 2009, to terminate the Lease Agreement with Recordation No. 19171 dated as

Ms. Anne K. Quinlan  
April 9, 2009  
Page 3

of March 1, 1996, covering 45 General Electric Dash 9-40C diesel-electric locomotives numbered 8764-8808, inclusive.

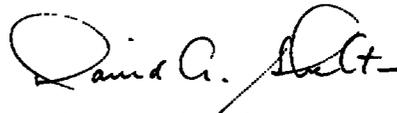
Document #2:

Release of Lessor Security Agreement dated as of January 13, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19172 dated as of March 1, 1996, covering 45 General Electric Dash 9-40C diesel-electric locomotives numbered 8764-8808, inclusive.

Document #3:

Release of Lien of Chattel Mortgage and Security Agreement dated as of January 13, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19173 dated as of March 1, 1996, covering 45 General Electric Dash 9-40C diesel-electric locomotives numbered 8764-8808, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton". The signature is written in a cursive style with a large initial "D" and a long horizontal stroke at the end.

David A. Shelton

Enclosures

APR 14 '09

4-21 PM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and CL Jaguar Limited and CL Cougar Limited (collectively, the "Lessors"), as lessors, under that certain Lease Agreement dated as of January 9, 1995 (as supplemented by the lease supplement dated as of January 31, 1995) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and Lessors have delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessors, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 13<sup>TH</sup> day of January, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig  
Name: William J. Romig  
Title: Vice President and Treasurer

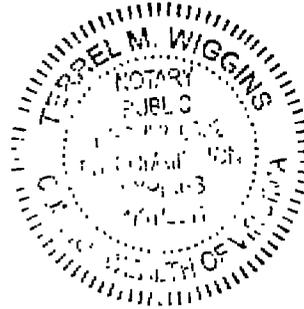
CL JAGUAR LIMITED

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

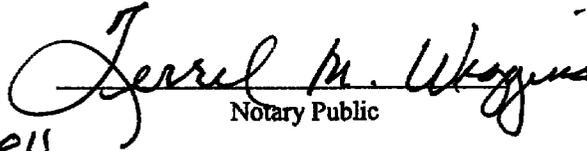
CL COUGAR LIMITED

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

COMMONWEALTH OF VIRGINIA )  
 )  
CITY OF NORFOLK )



On this 13<sup>TH</sup> day of January, 2009, before me, a Notary Public, personally appeared William J. Romig, to me personally known, who, being by me duly sworn, says he is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed 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.

  
Notary Public

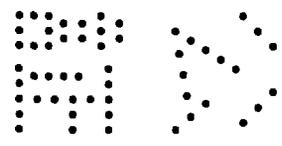
My commission expires: 1 - 31 - 2011

I \_\_\_\_\_, the undersigned NOTARY, do hereby certify that \_\_\_\_\_, \_\_\_\_\_ of CL Jaguar Limited (the "Company"), who has been duly authorized to execute and deliver the foregoing instrument for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered office at \_\_\_\_\_ has executed in my very presence the foregoing instrument.

Dated this \_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Notary

Tokyo Legal Affairs Bureau, Japan



**TERMINATION OF LEASE AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and CL Jaguar Limited and CL Cougar Limited (collectively, the "Lessors"), as lessors, under that certain Lease Agreement dated as of January 9, 1995 (as supplemented by the lease supplement dated as of January 31, 1995) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and Lessors have delivered to the Railroad a bill of sale with respect to the Items of Equipment.

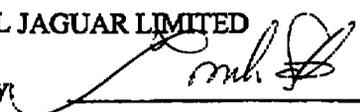
This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessors, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 12th day of January, 2009.

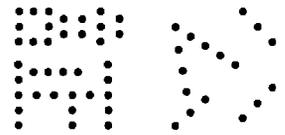
**NORFOLK SOUTHERN RAILWAY COMPANY**

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

CL JAGUAR LIMITED  
By:   
Name: **TOMOKO SEKIYA**  
Title: **ATTORNEY-IN-FACT**

CL COUGAR LIMITED  
By:   
Name: **TOMOKO SEKIYA**  
Title: **ATTORNEY-IN-FACT**





I, the undersigned NOTARY, do hereby certify that \_\_\_\_\_, \_\_\_\_\_ of CL Cougar Limited (the "Company"), who has been duly authorized to execute and deliver the foregoing instrument for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered office at \_\_\_\_\_ has executed in my very presence the foregoing instrument.

Dated this \_\_ day of \_\_\_\_\_, 2009.

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Notary

Tokyo Legal Affairs Bureau, Japan

# KYOBASHI NOTARY OFFICE

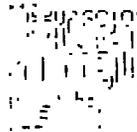
1-10KYOBASHI 1-CHOME,CHUO-KU, PHONE:81-03-3271-4677  
TOKYO 104-0031,JAPAN FAX: 81-03-3271-3606

Registered No. 1000

## NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that Ms. Tomoko Sekiya, Attorney at Law Admitted in New York, Associate of White & Case LLP, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("TERMINATION OF LEASE AGREEMENT") for and on behalf of CL JAGUAR LIMITED being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan has executed in my very presence the foregoing instrument.

Dated this 19th day of December 2008.



A handwritten signature in cursive script, reading "S. Ikeda".

Shigeo IKEDA NOTARY  
TOKYO LEGAL AFFAIRS BUREAU  
My commission expires: January 22, 2013



認 証

囑託人・有限会社シー・エル・ジャガー (CL JAGUAR LIMITED: 本店・日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人 外国法事務弁護士 関屋 智子 (Ms. Tomoko SEKIYA ホワイト&ケース外国法事務弁護士事務所アソシエイト) は、本公証人の面前において、添付書面「リース契約書の解除 (TERMINATION OF LEASE AGREEMENT)」に署名した。

よって、これを認証する。

平成20年 〇 月 〇 日、本公証人役場において

東京都中央区京橋一丁目1番10号  
東京法務局所属

公 証 人  
Notary

池田 英治  
Shigeo IKEDA

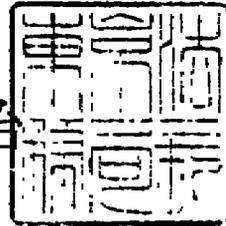
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成20年 〇 月 〇 日

東京法務局長

五十嵐義治



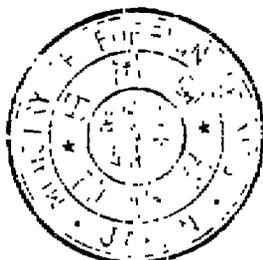
APOSTILLE

(Convention de La Haye du 5 octobre 1961)

- 1. Country: JAPAN  
This public document
- 2. has been signed by Shigeo IKEDA
- 3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
- 4. bears the seal/stamp of Shigeo IKEDA, Notary

Certified

- 5. at Tokyo
- 6. 08.19.2008
- 7. by the Ministry of Foreign Affairs
- 8. 08-NQ 033477
- 9. Seal/stamp:
- 10. Signature



*K. Ogawa*

Legation JYABE  
For the Minister for Foreign Affairs

# KYOBASHI NOTARY OFFICE

1-10KYOBASHI 1-CHOME,CHUO-KU, PHONE:81-03-3271-4677

TOKYO 104-0031,JAPAN

FAX: 81-03-3271-3606

Registered No.

1143

## NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that **Ms. Tomoko Sekiya**, Attorney at Law Admitted in New York, Associate of White & Case LLP, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("**TERMINATION OF LEASE AGREEMENT**") for and on behalf of **CL COUGAR LIMITED** being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan has executed in my very presence the foregoing instrument.

Dated this 19th day of December 2008.

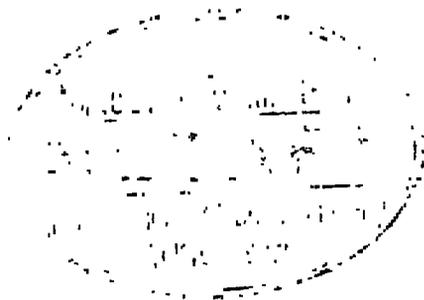


*Shigeo Ikeda*

Shigeo IKEDA NOTARY

TOKYO LEGAL AFFAIRS BUREAU

My commission expires: January 22, 2013



認 証

囑託人・有限会社シー・エル・クーガー (CL COUGAR LIMITED 本店：日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人 外国法事務弁護士 関屋 智子 (Ms. Tomoko SEKIYA ホワイト&ケース外国法事務所アソシエイト) は、本公証人の面前において、添付書面「リース契約書の解除 (TERMINATION OF LEASE AGREEMENT)」に署名した。

よって、これを認証する。

平成20年 12月 13日、本公証人役場において

東京都中央区京橋一丁目1番10号

東京法務局所属

公 証 人

Notary

池田 政行  
Shigeo IKEDA

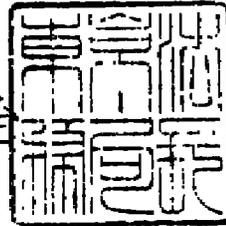
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成20年 12月 13日

東京法務局長

五十嵐義治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

- 1. Country: JAPAN  
This public document
- 2. has been signed by Shigeo IKEDA
- 3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
- 4. bears the seal/stamp of Shigeo IKEDA, Notary

Certified

- 5. at Tokyo
- 6. 正 本
- 7. by the Ministry of Foreign Affairs
- 8. 08-NO 033481
- 9. Seal/stamp:
- 10. Signature



*Handwritten signature*

MINISTER OF FOREIGN AFFAIRS  
For the Minister for Foreign Affairs