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SURFACE TRANSPORTATION BOARD

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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 March 2, 2009 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of February 18, 2009 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of March 2, 2009 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 19962, 19963 and 19964, respectively.

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

Document #1:

Lessor: ORIX Gloriosa Corporation
 c/o ORIX Corporation
 2-4-1 Hamamatsucho
 Minato-ku, Tokyo 105-6135
 Japan

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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 Sanwa Bank Limited, Atlanta
Agency, 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>
29	General Electric Dash 9-40CW Locomotives	C-C	8943- 8971

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 March 2, 2009, to terminate the Lease Agreement with Recordation No. 19962 dated as

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of March 1, 1996, covering 29 General Electric Dash 9-40CW diesel-electric locomotives numbered 8943-8971, inclusive.

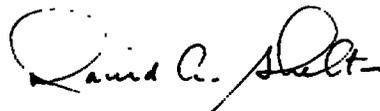
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of February 18, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19963 dated as of March 1, 1996, covering 29 General Electric Dash 9-40CW diesel-electric locomotives numbered 8943-8971, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of March 2, 2009, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 19964 dated as of March 1, 1996, covering 29 General Electric Dash 9-40CW diesel-electric locomotives numbered 8943-8971, 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, looping initial "D".

David A. Shelton

Enclosures

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Gloriosa Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of March 1, 1996 (as supplemented by the lease supplement dated as of March 29, 1996) (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 the Lessor has 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 Lessor, 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 2nd day of March, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig
Name: William J. Romig
Title: VP & Treasurer

ORIX GLORIOSA CORPORATION

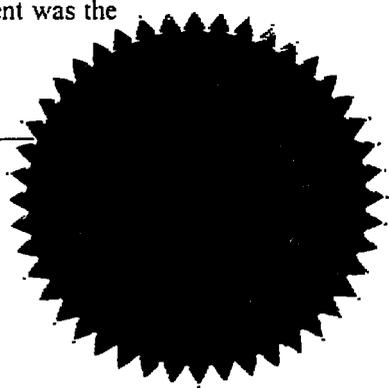
By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK)

On this 2nd day of March, 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.

Diane Hopson
Notary Public

My commission expires: June 30, 2009



I, _____, certify that I am _____ of ORIX Gloriosa Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation 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 corporation. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this ___ day of _____, 2009.

TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Gloriosa Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of March 1, 1996 (as supplemented by the lease supplement dated as of March 29, 1996) (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 the Lessor has 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 Lessor, 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 2nd day of March, 2009.

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____

Name: _____

Title: _____

ORIX GLORIOSA CORPORATION

By:  _____

Name: Hideo Ichida

Title: D i r e c t o r



COMMONWEALTH OF VIRGINIA)
)
CITY OF NORFOLK)

On this _____ day of _____, 2009, before me, a Notary Public, personally appeared _____, to me personally known, who, being by me duly sworn, says he is _____ 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:

I, Hideo Ichida, certify that I am Director of ORIX Gloriosa Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation. that the instrument was signed and sealed on behalf of the corporation 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 corporation. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 2nd day of March, 2009.

