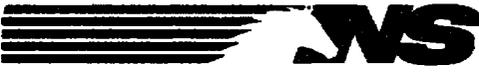


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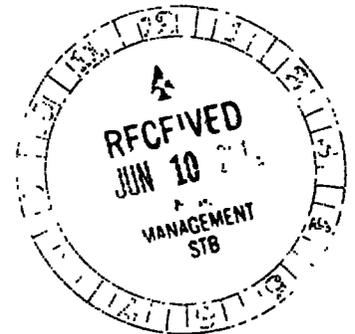


Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-9241

David A. Shelton  
SURFACE TRANSPORTATION BOARD  
General Attorney

Writer's Direct Dial Number  
(757) 629-2834  
(757) 823-5781 (fax)  
E-mail: David.Shelton@nscorp.com

June 8, 2011  
EQ000003



**VIA UPS**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of April 28, 2011 ("Document #1"); (2) a Release of Lessor Security Agreement, a secondary document, dated as of April 28, 2011 ("Document #2"); and (3) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of April 28, 2011 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21977, 21978 and 21979, respectively.

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

Document #1:

Lessor: SBL Opal Co., Ltd.  
c/o Sumitomo Mitsui Finance & Leasing Co., Ltd.  
9-4, Nishishimbashi 3 chome  
Minato-ku  
Tokyo 105-8464  
Japan

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

Document #2:

Mortgagee: Norfolk Southern Railway Company  
Three Commercial Place  
Norfolk, Virginia 23510

Document #3:

Mortgagee: ING Bank, N.V., Tokyo Branch  
20/F The New Otani Garden Court  
4-1 Kioicho  
Chiyoda-ku  
Tokyo 102-0094  
Japan

The equipment 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>
26	General Electric Dash 9-40CW Locomotives	C-C	<b>9194-9219</b>

Chief, Section of Administration  
Office of Proceedings  
June 8, 2011  
Page 3

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/copies 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 April 28, 2011, to terminate the Lease Agreement with Recordation No. 21977 dated as of April 3, 1998, covering 26 General Electric Dash 9-40CW diesel-electric locomotives numbered 9194-9219, inclusive.

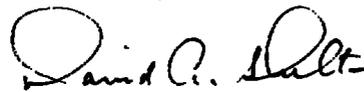
Document #2:

Release of Lessor Security Agreement dated as of April 28, 2011, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21978 dated as of April 3, 1998, covering 26 General Electric Dash 9-40CW diesel-electric locomotives numbered 9194-9219, inclusive.

Document #3:

Release of Lien of Chattel Mortgage and Security Agreement dated as of April 28, 2011, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21979 dated as of April 3, 1998, covering 26 General Electric Dash 9-40CW diesel-electric locomotives numbered 9194-9219, inclusive.

Sincerely,



David A. Shelton

Enclosures

RECORDATION NO. 21977-B FILED

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JURFALL TRANSPORTATION BOARD

**TERMINATION OF LEASE AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and SBL Opal Co., Ltd. (the "Lessor"), as lessor, under that certain Lease Agreement dated as of April 3, 1998 (as supplemented by the lease supplement dated as of April 30, 1998) (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 28<sup>th</sup> day of April, 2011.

*[Signature Pages Follow]*

**NORFOLK SOUTHERN RAILWAY COMPANY**

By: Marta R. Stewart

Name: Marta R. Stewart

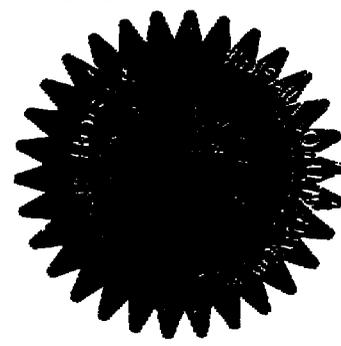
Title: Vice President and Treasurer

COMMONWEALTH OF VIRGINIA )  
 )  
CITY OF NORFOLK )

On this 28<sup>th</sup> day of April, 2011, before me, a Notary Public, personally appeared Marta R. Stewart, to me personally known, who, being by me duly sworn, says she 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Hopson #300972  
Notary Public

My commission expires: June 30, 2013



I, \_\_\_\_\_, certify that I am \_\_\_\_\_ of SBL Opal Co., Ltd., 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 the resolution of its Solo Director, 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 \_\_\_\_\_, 2011.

COMMONWEALTH OF VIRGINIA )  
 )  
CITY OF NORFOLK )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2011, before me, a Notary Public, personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says she 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

Kenichiro Kobayashi, certify that I am Director of SBL Opal Co., Ltd., 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 the resolution of its Solo Director, 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 28<sup>th</sup> day of April, 2011.

