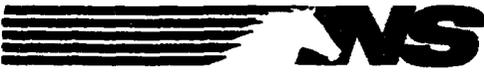


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Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-9241

David A. Shelton  
General Attorney

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

June 10, 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 May 27, 2011 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of May 6, 2011 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of May 27, 2011 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21410, 21411 and 21412, respectively.

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

Chief, Section of Administration  
Office of Proceedings  
June 10, 2011  
Page 2

Document #1:

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

Document #3:

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

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>
18	General Electric Dash 9-40CW Locomotives	C-C	9220-9237

Chief, Section of Administration  
Office of Proceedings  
June 10, 2011  
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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 May 27, 2011, to terminate the Lease Agreement with Recordation No. 21410 dated as of May 1, 1998, covering 18 General Electric Dash 9-40CW diesel-electric locomotives numbered 9220-9237, inclusive.

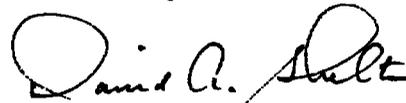
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of May 6, 2011, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21411 dated as of May 1, 1998, covering 18 General Electric Dash 9-40CW diesel-electric locomotives numbered 9220-9237, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of May 27, 2011, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21412 dated as of May 1, 1998, covering 18 General Electric Dash 9-40CW diesel-electric locomotives numbered 9220-9237, inclusive.

Sincerely,



David A. Shelton

Enclosures

RECORDATION NO. 21411-B FILED

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SURFACE TRANSPORTATION BOARD

**RELEASE OF LIEN OF CHATTEL MORTGAGE AND SECURITY AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS, that ING Bank, N.V., Tokyo Branch (the "Bank"), under that certain Chattel Mortgage and Security Agreement dated as of May 1, 1998 (as supplemented by that certain Chattel Mortgage Supplement No. 1 dated as of May 29, 1998 among the parties, and as may have been further supplemented, amended or otherwise modified from time to time, the "Agreement"), by SBL Topaz Co., Ltd., as Borrower, in favor of the Bank, as Security Agent, hereby certifies that the Lien (as defined in the Agreement) has been terminated as contemplated by Section 11.1 of the Agreement.

WHEREFORE, the Bank, pursuant to Section 11.1 of the Agreement, hereby declares the Lien to be satisfied and released and consents that the same be discharged of record.

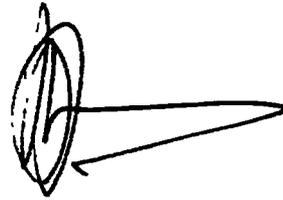
IN WITNESS WHEREOF, the Bank has caused its name to be signed hereto by one of its authorised signatories this 6th day of July, 2011.

ING BANK. N.V.,  
TOKYO BRANCH

By:  
Name:  
Title:



J.J. Heuff  
Director



Jules Oscar E. Kollmann  
Managing Director

NOTARIAL CERTIFICATE

Seen by me, Cornelia Geertruida Ploegstra, junior civil law notary acting as deputy of Cornelis Pieter Boodt, civil law notary in Amsterdam, the Netherlands, for legalisation of the signatures of:

- Mr. Jan Johannes HEUFF, and
- Mr. Jules Oscar Ernst KOLLMANN;

who, according to information obtained from the Trade Register of the Chamber of Commerce and Industries of Amsterdam, on the date hereof, are (i) proxy holders of **ING BANK N.V.**, established at Amsterdam, and (ii) in said capacities authorized to represent this company and all its branches acting jointly, provided the branches are not separate legal entities.

Amsterdam, 6 May 2011



This notarial certificate is strictly limited to the legalisation of signatures and the matters stated therein as the same are on record with the above Chamber of Commerce. In this connection it should be noted however that the authority to represent the above company appearing from the Chamber of Commerce records may be limited by matters, such as conflict of interest, *ultra vires* and certain other legal matters, none of which I have investigated for the purpose of the present certificate.

NautaDutilh N.V. has its seat at Rotterdam, The Netherlands and is registered in the Commercial Register in Rotterdam under number 24338323. All services and other work are carried out under a contract for professional services ("overeenkomst van opdracht") with NautaDutilh N.V., subject to the general conditions of NautaDutilh N.V. These general conditions include, among other provisions, a limitation of liability clause and have been filed with the Rotterdam Court of First Instance. They can be consulted at [www.nautadutilh.com](http://www.nautadutilh.com) and will be provided free of charge upon request.  
ABN AMRO Bank 45 24 77.999, ING Bank 69 74 64 008; Account Name: Kwaliteitsrekening Notarissen Amsterdam NautaDutilh N.V.