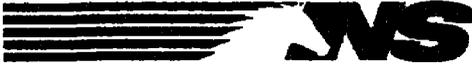


APR 09 '12 -11 20 AM



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

April 3, 2012
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 March 2, 2012 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of March 2, 2012 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of March 2, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21417, 21418 and 21419, respectively.

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

Chief, Section of Administration
Office of Proceedings
April 3, 2012
Page 2

Document #1:

Lessor: ORIX Proxima Corporation
c/o ORIX Corporation
21F Mita NN Building
4-1-23 Shima
Minato-ku, Tokyo 108-0014
Japan

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

Document #2:

Mortgagee: The Norinchukin Bank, New York Branch
245 Park Avenue, 21st Floor
New York, NY 10167-0104

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>
32	General Electric Dash 9-40CW Locomotives	C-C	9156-9187

Chief, Section of Administration
Office of Proceedings
April 3, 2012
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 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, 2012, to terminate the Lease Agreement with Recordation No. 21417 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

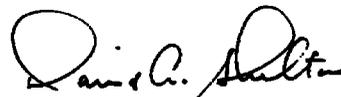
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of March 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21418 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of March 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21419 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Sincerely,



David A. Shelton

Enclosures

