



NORFOLK SOUTHERN

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

RECORDATION NO 7295 FILED 1425

NOV 21 1989 - 11 55 PM

INTERSTATE COMMERCE COMMISSION

Writer's Direct Dial Number

804/629-2818

November 15, 1989

9-325A015

Ms. Noreta McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Dear Ms. McGee:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Release, Satisfaction and Bill of Sale, a secondary document, dated as of November 2, 1989. The primary document to which this is connected is recorded under Recordation No. 7295.

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

LESSOR/TRUSTEE: Morgan Guaranty Trust Company of
New York
30 West Broadway
New York, NY 10015

LESSEE/GUARANTOR: Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

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The equipment covered by the document is generally described as follows:

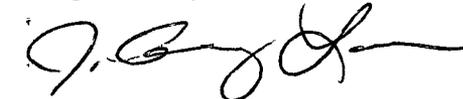
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
6	U-23-B Diesel Locomotives	B-B	3915-3920
135	100-ton Covered Hopper Cars	LO	99565-99699
750	70-ton Boxcars	XM, XP	526910-527659
15	100-ton High Cube Boxcars	XP	42495-42509

A fee of \$15.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510.

A short summary of the document to appear in the index follows:

Release, Satisfaction and Bill of Sale dated November 2, 1989, to terminate Equipment Trust Agreement with Recordation No. 7295, dated February 15, 1974, and covering 6 locomotives numbered 3915-3920, 135 covered hopper cars numbered 99565-99699, 750 boxcars numbered 526910-527659, and 15 high cube boxcars numbered 42495-42509.

Very truly yours,



J. Gary Lane
Senior General Attorney

JGL/ks

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/1/89

OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Law Depart.
Three Commercial Place
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/21/89 at 11:55am, and assigned recordation number(s). 7295-L

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

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INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1974, 7 3/4% Equipment Trust Certificates
due annually February 15, 1975 through February 15, 1989

KNOW ALL MEN BY THESE PRESENTS that Morgan Guaranty Trust Company of New York, (as successor trustee to The Chase Manhattan Bank (National Association)) (the "Trustee"), as Trustee under a certain Equipment Trust Agreement dated as of February 15, 1974, as supplemented by Supplemental Agreement dated as of May 1, 1984, between Morgan Guaranty Trust Company of New York, Trustee, and Southern Railway Company (as so supplemented the "Agreement"), such Agreement establishing Southern Railway Equipment Trust No. 1 of 1974, hereby certifies that all of the \$15,000,000 principal amount of 7 3/4% Equipment Trust Certificates and dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and all obligations of Southern Railway Company under said Agreement have been fully complied with and performed.

NOW, THEREFORE, in consideration of \$1.00 and other valuable consideration, Morgan Guaranty Trust Company of New York does hereby (1) declare said Agreement to be satisfied and cancelled, (2) consent that the same be discharged of record, and (3) sell, assign, convey, transfer, set over, release and quit-claim unto Southern Railway Company without warranty or guaranty of any kind express or implied all its right, title, and interest in and to all of the railroad equipment of every character described in said Agreement without any representation as to the present existence or condition of said equipment or whether it is now in the possession of Southern Railway Company.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York has caused these presents to be executed in its name by one of its Assistant Vice Presidents as of this 2nd day of November, 1989.

ATTEST:

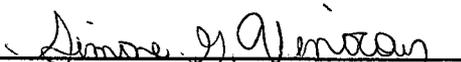
MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, Trustee

Catherine F. Donohue
Assistant Secretary

By: *[Signature]*
Assistant Vice President

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 2nd day of November, 1989, before me personally appeared F. J. Gillhaus, to me personally known, who, being duly sworn, says that he is an Assistant Vice President of Morgan Guaranty Trust Company of New York, that one of the corporate seals affixed to the foregoing instrument is the seal of said corporation, that said 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

SIMONE G. VINOCOUR
NOTARY PUBLIC, State of New York
No. 31-4938491
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 7, 1990