



NORFOLK SOUTHERN

Norfolk Southern Corporation
Law Department
185 Spring Street, S.W.
Atlanta, Georgia 30303-9998

RECORDATION NO. 13121-B Filed & Recorded

OCT 27 1985 12-40 PM

David R. Willson
Senior General Attorney
404 529-2352

INTERSTATE COMMERCE COMMISSION

October 22, 1986
46137, 61213

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

6 300A070

No.

Date **OCT 27 1986**

Fee \$ **10.00**

OCT 27 12 33 PM '86
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

ICC Washington, D. C.

Dear Ms. McGee:

I enclose four original counterparts of the document described in paragraph (1) hereof for recordation pursuant to Section 11303 of Title 49 of the U.S. Code and return, together with an original counterpart thereof for retention by the Commission.

In accordance with 49 CFR Part 1177 covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Deed of Release and Satisfaction and Bill of Sale dated as of October 16, 1986 executed by Chemical Bank, 55 Water Street, New York, New York 10041, Trustee-Lessor, and relating to an Equipment Trust Agreement between the Trustee-Lessor and Southern Railway Company, 185 Spring Street S.W., Atlanta, GA 30303, Lessee, and is a "secondary document" under 49 CFR §1177.1.
- (2) The "primary document" to which the enclosed secondary document is connected is an Equipment Trust Agreement between the Trustee-Lessor and the Lessee, dated as of October 1, 1981, constituting Southern Railway Equipment Trust No. 5 of 1981, which was filed and recorded in your office on May 28, 1981 at 1:35 P.M. and assigned recordation No. 13121.
- (3) The enclosed document was executed to evidence the release, discharge and satisfaction of all obligation and indebtedness of the Lessee under the "primary document" described in paragraph (2) hereof, and to convey to the Lessee title to the Trust Equipment which was the subject of the "primary document".
- (4) The names and addresses of the parties to the enclosed document and the "primary document" to which it is connected are shown in paragraph (1) hereof.

Nancy B. Carmack

C. D. [Signature]

Ms. Noreta R. McGee
October 22, 1986
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- (5) After recordation, the four original counterparts of the enclosed document not required by the Commission for recordation should be returned to David R. Willson, Esq., Senior General Attorney, Norfolk Southern Corporation, 185 Spring Street, S.W., Atlanta, GA 30303.
- (6) The recordation fee of \$10 is enclosed.
- (7) A short summary of the enclosed document for index use follows:

This is a Deed of Release and Satisfaction and Bill of Sale dated as of 10-16-86 releasing the lien of the Trustee under Southern Railway Equipment Trust No. 5 of 1981 (I.C.C. Recordation No. 13121) and terminating that Agreement, conveying the Trustee's interest in the rolling stock subject to such agreement to the former Lessee.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



David R. Willson
Senior General Attorney

Encl.

Executed in 6 Counterparts, of
which this is Counterpart No. 3

SOUTHERN RAILWAY EQUIPMENT TRUST NO. 5 OF 1981

DEED OF RELEASE AND SATISFACTION
AND
BILL OF SALE

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that CHEMICAL BANK, a corporation duly incorporated and existing under the laws of the State of New York with its head office in the City of New York, New York, as Trustee (the "Trustee") under an Equipment Trust Agreement dated as of October 1, 1981 called SOUTHERN RAILWAY EQUIPMENT TRUST NO. 5 OF 1981 (the "Trust Agreement") between the Trustee and SOUTHERN RAILWAY COMPANY, a Virginia Corporation (the "Company");

HEREBY CERTIFIES that:

WHEREAS, the Company has complied with all its obligations under the terms of the Trust Agreement, and all of the principal amount of the Trust Certificates (as defined in the Trust Agreement) and of the interest due thereon have been fully paid and all of the obligations of the Company under the Trust Agreement have been fully complied with and performed.

NOW THEREFORE, in consideration of the premises and of the sum of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Trustee, the Trustee hereby declares the Trust Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto Company, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Trust Agreement, and releases the Company from any and all obligations of the Trust Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by its officer thereunto duly authorized and its corporate seal, duly attested, to be hereunto affixed as of this 16 day of October, 1986.

CHEMICAL BANK,
Trustee,

By R. Lorenz
Trust Officer

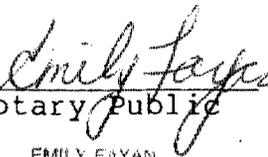
[SEAL]
Attest:

M. Steen
Assistant Secretary

State of New York]]
County of New York]] ss.:

On this 16 day of October, 1986, before me personally appeared R. LORENZEN, to me personally known, who being by me duly sworn, says that he is a Trust Officer of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate 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.

[Notarial Seal]



Notary Public
EMILY FAYAN
Notary Public, State of New York
No. 24-47570-06
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1987