

NW

Norfolk and Western Railway Company
Law Department
Roanoke, Virginia 24042-0041
Direct Dial (703) 981- 5691

RECORDATION NO. 8021-G
APR - 5 1983 - 1:35 PM
INTERSTATE COMMERCE COMMISSION

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2-995-112

April 4, 1983

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C.

No.
Date **MAR 5 1983**
Fee \$ **10.00**

RECEIVED
APR 5 1 25 PM '83
I.C.C.
FEE OPERATION BR.

Dear Mrs. Mergenovich:

ICC Washington, D. C.

In accordance with 49 U.S.C. §11303 and the Commission's rules, I submit herewith for recording with the Commission eight original counterparts of the document described below.

(1) This document is a Statement of New Numbers dated as of March 31, 1983, executed on behalf of Norfolk and Western Railway Company, successor lessee, 8 North Jefferson Street, Roanoke, Virginia 24042, and is a "secondary document" under 49 C.F.R. §1177.1.

(2) The "primary document" and other secondary documents to which the enclosed document is connected include (i) a Lease of Railroad Equipment dated as of August 1, 1975, between American Rail Box Car Company, Lessee (now known as Railbox Company) and United States Trust Company of New York, as trustee, Lessor, which was filed and recorded in your office on August 7, 1975, at 2:30 P.M. and assigned recordation No. 8021-A, and (ii) an Assignment of Lease dated as of March 1, 1983, between Railbox Company, Assignor, and Norfolk and Western Railway Company, Assignee, which was filed and recorded in your office on March 9, 1983, at 1:20 P.M. and assigned recordation No. 8021-F.

(3) We request that the enclosed document be cross-indexed. Additional secondary documents to which the enclosed document is connected and should be cross-indexed include: (i) a Conditional Sale Agreement dated as of August 1, 1975, among Pullman Incorporated (Pullman-Standard Division), Vendor, United States Trust Company of New York, as trustee, Owner-Trustee, and Norfolk and Western Railway Company, Guarantor, which was filed with the Commission on August 7, 1975, at 2:30 P.M. and assigned recordation No. 8021, and (ii) a Conditional Sale Agreement dated

Counterpart - Mary K McGowan

as of August 1, 1975, among FMC Corporation, Vendor, United States Trust Company of New York, as trustee, Owner-Trustee, and Norfolk and Western Railway Company, Guarantor, which was filed with the Commission on September 8, 1975, at 3:55 P.M. and assigned recordation No. 8041.

(4) The railroad equipment covered by the enclosed document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Original Identifying Marks (both inclusive)</u>	<u>New Identifying Marks Assigned (both inclusive)</u>
978	50'6" 70-ton General Service	XM	RBOX 15000-15675* 17700-17999** 18000-18023**	SOU 15000-15675 17700-17999 15676-15699

*Excludes units RBOX 15100, 15123, 15235, 15236, 15260, 15290, 15313, 15339, 15355, 15432, 15436, 15624, 15642. Units from RBOX 15000-15675 series are subject to the Conditional Sale Agreement identified in paragraph 3(i) above.

**Excludes units RBOX 17800, 17808, 17846, 17926, 17953, 17954, 17980, 17995, 18007. Units from RBOX 17700-18023 series are subject to the Conditional Sale Agreement identified in paragraph 3(ii) above.

Each unit of equipment will be marked in letters not less than one-half inch in height with the words:

OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED
UNDER THE INTERSTATE COMMERCE ACT, SECTION 20c

or other appropriate words of similar import.

(5) The name and address of the party executing the enclosed document is shown in paragraph (1) above.

(6) After recordation, please return six of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Assistant General Attorney, Norfolk and Western Railway Company, 8 North Jefferson Street, Roanoke, Virginia 24042.

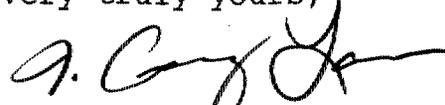
(7) The recordation fee of \$10.00 is enclosed.

(8) A short summary of the enclosed document for use in the index follows:

This is a Statement of New Numbers dated as of March 31, 1983, executed Norfolk and Western Railway Company, as successor lessee, relating to a Lease of Railroad Equipment with Recordation No. 8021-A, and covering 978 general service boxcars with identifying numbers from RBOX 15000-15675, RBOX 17700-17999, and RBOX 18000-18023, inclusive, and proposing to change the identifying numbers to SOU 15000-15675, SOU 17700-17999, and SOU 15676-15699, inclusive.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



J. Gary Lane

mp

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

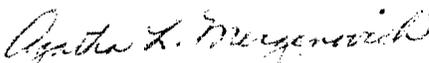
J. Gary Lane
Norfolk & Western Railway Co.
Law Department
Roanoke, Virginia 24042-0041

April 5, 1983

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 4/5/83 at 1:35PM, and assigned re-
recording number (s). 8021-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

STATEMENT OF NEW NUMBERS

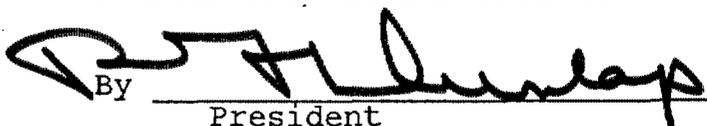
REGISTRATION NO. 8021460
APR - 5 1983 - 1 05 PM
INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO NINE HUNDRED SEVENTY-EIGHT (978) 50'6" 70-TON BOXCARS NOW BEARING THE RAILBOX COMPANY (FORMERLY AMERICAN RAIL BOX CAR COMPANY) ROAD NUMBERS RBOX 15000-15675 AND RBOX 17700-18023, SUBJECT TO A RAILROAD EQUIPMENT LEASE AGREEMENT DATED AS OF AUGUST 1, 1975, BETWEEN UNITED STATES TRUST COMPANY OF NEW YORK, AS TRUSTEE (LESSOR) AND NORFOLK AND WESTERN RAILWAY COMPANY (LESSEE), AS SUCCESSOR LESSEE TO RAILBOX COMPANY UNDER AN ASSIGNMENT OF LEASE DATED AS OF MARCH 1, 1983. THE NEW ROAD NUMBERS ASSIGNED AND SHOWN BELOW ARE IN LIEU OF THOSE NUMBERS PROPOSED IN SAID ASSIGNMENT OF LEASE DATED AS OF MARCH 1, 1983.

Old Road Numbers Assigned (All Sets Inclusive)	New Road Numbers Assigned (All Sets Inclusive)
RBOX 15000-15099	SOU 15000-15099
15101-15122	15101-15122
15124-15234	15124-15234
15237-15259	15237-15259
15261-15289	15261-15289
15291-15312	15291-15312
15314-15338	15314-15338
15340-15354	15340-15354
15356-15431	15356-15431
15433-15435	15433-15435
15437-15623	15437-15623
15625-15641	15625-15641
15643-15675	15643-15675
17700-17799	17700-17799
17801-17807	17801-17807
17809-17845	17809-17845
17847-17925	17847-17925
17927-17952	17927-17952
17955-17979	17955-17979
17981-17994	17981-17994
17996-17999	17996-17999
18000-18006	15676-15682
18008-18023	15684-15699

IN WITNESS WHEREOF, Norfolk and Western Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 31st day of March, 1983.

NORFOLK AND WESTERN RAILWAY COMPANY

By  President

Attest:


ASSISTANT Secretary

COMMONWEALTH OF VIRGINIA)
) ss.:
CITY OF ROANOKE)

On this 31st day of March , 1983, before me personally appeared R. F. Dunlap, to me personally known, who, being by me duly sworn, says he is President of Norfolk and Western Railway Company, that the seal 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 by him on this date was the free act and deed of said corporation.


Notary Public

My Commission Expires:

April 8, 1983