



Norfolk Southern Corporation
 Law Department
 One Commercial Place
 Norfolk, Virginia 23510-2191
 804 629-2755

John S. Shannon
 Executive Vice President — Law

Donald M. Tolmie
 Vice President and General Counsel

James C. Bishop, Jr.
 Senior General Solicitor

William C. Wooldridge
 General Solicitor

William P. Stallsmith, Jr.
 Senior General Attorney

Joseph C. Dimino
A. Gayle Jordan
J. Gary Lane
 General Attorneys

William A. Noell, Jr.
Mark D. Perreault
 Assistant General Solicitors

ICC OFFICE OF
 THE SECRETARY
 NOV 16 3 30 PM '87
 BY HAND
 MOTOR OPERATING UNIT

RECORDATION NO. 15326A FILED 1425

November 13, 1987

NOV 16 1987 -3 40 PM
 INTERSTATE COMMERCE COMMISSION

No. 7-330A061
 NOV 16 1987
 Date.....
 Fee \$ 10.00

Ms. Noreta R. McGee, Secretary
 Interstate Commerce Commission
 12th Street and Constitution Avenue, N.W. ICC Washington, D. C.
 Washington, D. C. 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 Statement of New Numbers, a secondary document, dated as of November 13, 1987. The primary document to which this secondary document is connected is recorded under Recordation No. 15326.

The names and addresses of the parties to the primary document, to which this secondary document is connected, are as follows:

- VENDOR:** Southern Railway Company
 One Commercial Place
 Norfolk, Virginia 23510-2191
- PURCHASER** Springfield Terminal Railway Company
 Iron Horse Park
 North Billerica, Massachusetts 01862
- GUARANTOR:** Guilford Transportation Industries, Inc.
 Iron Horse Park
 North Billerica, Massachusetts 01862

Caroline Taylor

Ms. Noretta R. McGee
Page Two
November 12, 1987

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

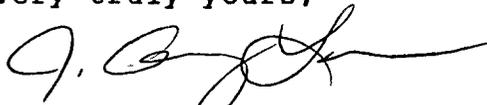
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>OLD Identifying Mark and Road Number</u>
5	Diesel Locomotives (Model SD-45)	C-C	SOU-3151 SOU-3152 SOU-3154 SOU-3165 SOU-3166

A fee of \$10 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data to the person who delivers these documents.

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

Statement of New Numbers, dated as of November 13, 1987, relating to a Conditional Sale Agreement between Southern Railway Company, Springfield Terminal Railway Company, and Guilford Transportation Industries, Inc., dated as of October 9, 1987, with recordation No. 15326, and covering five (5) Diesel Locomotives, then numbered SOU-3151, SOU-3152, SOU-3154, SOU-3165, and SOU-3166, renumbered ST-685, ST-686, ST-687, ST-688 and ST-689.

Very truly yours,


J. Gary Lane

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/16/87

J. Gary Lane
Norfolk Southern Corporation
One Commercial Place
Norfolk, VA. 23510

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 11/16/87 at 3:40pm, and assigned re-
recording number(s). 15326-A & 15327-A

Sincerely yours,

Norita L. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15326-A
FILED 1408

NOV 16 1987 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO LOCOMOTIVES, BEARING SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU-3151, 3152, 3154, 3165, AND 3166, SUBJECT TO A CONDITIONAL SALE AGREEMENT, DATED AS OF OCTOBER 9, 1987, BETWEEN SOUTHERN RAILWAY COMPANY (VENDOR), SPRINGFIELD TERMINAL RAILWAY COMPANY (PURCHASER) AND GUILFORD TRANSPORTATION INDUSTRIES, INC. (GUARANTOR).

<u>Old Road Number Assigned</u>	<u>New Road Number Assigned</u>
SOU-3151	ST-685
SOU-3152	ST-686
SOU-3154	ST-687
SOU-3165	ST-688
SOU-3166	ST-689

IN WITNESS WHEREOF, Southern 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 13th day of November, 1987.

SOUTHERN RAILWAY COMPANY

By 
Vice President

Attest:


ASSISTANT Secretary

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

On this 13th day of November, 1987, before me personally appeared W. E. Vassell, to me personally known, who, being by me duly sworn, says he is Vice President of Southern 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.

W. E. Vassell
Notary Public

My Commission Expires:

JULY 16, 1990