



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

RECORDATION NO. 13607 A Filed & Recorded

David R. Willson
 Senior General Attorney
 404 529-2352

JAN 12 1987 12-40 PM

INTERSTATE COMMERCE COMMISSION
 January 6, 1987

46137, 61395

7-012A064

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

No. JAN 12 1987
 Date
 Fee \$ 10.00

JAN 12 12 38 PM '87
 MOTOR CARRIER DIVISION
 FEDERAL REGISTER

Dear Ms. McGee:

ICC Washington, D. C.

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 December 17, 1986 executed by Morgan Guaranty Trust Company of New York, 30 West Broadway, New York, New York 10015, 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 April 1, 1982, constituting Southern Railway Equipment Trust No. 1 of 1982, which was filed and recorded in your office on March 26, 1982 at 1:00 P.M. and assigned recordation No. 13607.
- (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.

Countersigned
Barbara M. Cole

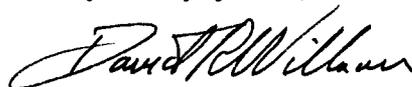
Ms. Noreta R. McGee
January 6, 1987
page two

- (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 12-17-86 releasing the lien of the Trustee under Southern Railway Equipment Trust No. 1 of 1982 (I.C.C. Recordation No. 13607) 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.

Interstate Commerce Commission
Washington, D.C. 20423

1/12/87

OFFICE OF THE SECRETARY

David R. Willson
Senior General Attorney
Norfolk Southern Corp.
185 Spring St. S.W.
Atlanta, GA. 30303

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 1/12/87 at 12:40pm, and assigned re-
recording number(s). 13607-A Released

Sincerely yours,

Norita R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 13602 A
JAN 12 1987 12-40 PM
INTERSTATE COMMERCE COMMISSION
Filed & Recorded

SOUTHERN RAILWAY EQUIPMENT TRUST NO. 1 OF 1982
0% Equipment Trust Certificates
due annually April 1, 1983 through April 1, 1997

DEED OF RELEASE AND SATISFACTION
AND
BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York trust company, as Trustee (the "Trustee"), under an Equipment Trust Agreement dated as of April 1, 1982 between the Trustee and SOUTHERN RAILWAY COMPANY, a Virginia Corporation (the "Company"), establishing SOUTHERN RAILWAY EQUIPMENT TRUST NO. 1 OF 1982 (the "Trust Agreement");

HEREBY CERTIFIES that:

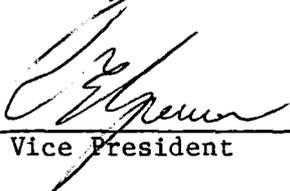
WHEREAS, all of the \$27,000,000 principal amount of the Trust Certificates (as defined in the Trust Agreement) issued under the Trust Agreement have been fully paid or payment duly provided for or otherwise surrendered for retirement and cancellation and all of the obligations of the Company under the Trust Agreement with respect thereto 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 (1) declares the Trust Agreement to be satisfied and canceled except Section 7.8 thereof, (2) consents that the same be discharged of record, and (3) sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Company, its successors and assigns, as its and their absolute property but without warranty or guaranty of any kind express or implied and without any representation as to the present existence or condition of the Trust Equipment (as defined in the Trust Agreement) or whether it is now in the possession of the Company, all of the Trustee's right, title and interest in and to all of the Trust Equipment subject to the Trust Agreement, and releases the Company from any and all obligations of the Trust Agreement except Section 7.8 thereof.

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 17th day of December, 1986.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, Trustee

By


Vice President

ATTEST:


Assistant Secretary

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

On this 17th day of December, 1986, before me personally appeared R. E. Sparrow, to me personally known, who, being by me duly sworn, says that he is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 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.

Kam Law
Notary Public

KAM LAW
Notary Public, State of New York
No. 4823386
Qualified in New York County
Commission Expires Mar. 30, 1987