



**NORFOLK  
SOUTHERN**

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

9-307A080

Writer's Direct Dial Number

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November 1, 1989

RECORDATION NO. 7679-4 FILED 145  
NOV 3 1989 -12 45 PM  
INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. 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 October 19, 1989. The primary document to which this is connected is recorded under Recordation No. 7679.

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

LESSOR/TRUSTEE:	Manufacturers Hanover Trust Company 40 Wall Street New York, NY 10015
LESSEE/GUARANTOR:	Southern Railway Company Three Commercial Place Norfolk, VA 23510

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>
4	GP38-2 Diesel-Electric Locomotives	BB	5159-5162
200	100-ton Aggregate Hopper Cars	HM	103700-103899
40	100-ton Auto Parts Box Cars	XP	43450-43489
60	100-ton CUF Covered Gondola Cars	GBSR	62896-62955
280	100-ton Woodchip Hopper Cars	HTS	133725-134004

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 October 19, 1989, to terminate Equipment Trust Agreement with Recordation No. 7679, dated October 1, 1974, and covering 4 locomotives numbered 5159-5162, 200 aggregate hopper cars numbered 103700-103899, 40 box cars numbered 43450-43489, 60 covered gondola cars numbered 62896-62955, and 280 woodchip hopper cars numbered 133725-134004.

Very truly yours,



J. Gary Lane  
Senior General Attorney

JGL/ks  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/6/89

OFFICE OF THE SECRETARY

J. Gary Lane  
Senior General Attorney  
Norfolk Southern Corporation  
Law Dept  
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 11/6/89 at 12:45pm and assigned recordation number(s). 7679-G

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

SOUTHERN RAILWAY EQUIPMENT TRUST  
No. 4 of 1974

RECORDED  
RECORDATION NO. 7679-H  
FILED 1989

3 1989

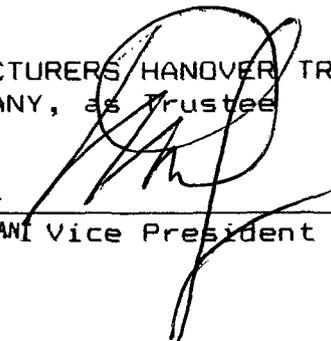
RELEASE AND SATISFACTION AND BILL OF SALE INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of October 1, 1974, as supplemented (the "Agreement"), between the Trustee and Southern Railway Company (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 4 of 1974 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

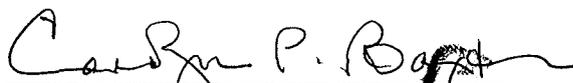
WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers,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

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Vice Presidents under its corporate seal attested by one of its Assistant Secretaries, this 19 day of October, 1989.

MANUFACTURERS HANOVER TRUST  
COMPANY, as Trustee

By   
ASSISTANT Vice President

ATTEST:

  
Assistant Secretary

STATE OF New York )  
 ) ss.:  
COUNTY OF New York )

On this 19 day of October , 19 , before me, a Notary Public, personally appeared W.B. Dodge , to me personally known, who, being by me duly sworn, says he is a ASSISTANT Vice President of Manufacturers Hanover Trust Company, 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.



Notary Public

PETER FERRERI  
Notary Public, State of New York  
No. 41-6078425  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires October 31, 1990

My Commission Expires:

