

9-060A007

NORFOLK SOUTHERN

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

7257-2
RECORDATION NO. FILED 1400

1989 - 11 35 AM

Writer's Direct Dial Number
(804) 629-2818

INTERSTATE COMMERCE COMMISSION

February 27, 1989

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

3/1/89
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Washington, D. C.

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 February 6, 1989. The primary document to which this is connected is recorded under Recordation No. 7257.

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:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
35	GP-38-2 Diesel Locomotives	B-B	5104 - 5138
3	SD-40-2 Diesel Locomotives	C-C	3241 - 3243
235	70-ton Boxcars	XM, XL	526675 - 526909

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Identifying Marks and Road Numbers (both inclusive)</u>
100	100-ton Flatcars	FBS	114150 - 114249
15	100-ton High Cube Boxcars	XP	42515 - 42529
8	100-ton Tank Cars	T	995000 - 995007

A fee of \$13.00 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 February 6, 1989, to terminate Equipment Trust Agreement with Recordation No. 7257, dated December 15, 1973, and covering 35 locomotives numbered 5104-5138, 3 locomotives numbered 3241-3243, 235 boxcars numbered 526675-526909, 100 flatcars numbered 114150-114249, 15 high cube boxcars numbered 42515-42529, and 8 tank cars numbered 995000-995007

Very truly yours,



J. Gary Lane
General Attorney

JGL/dps

Enclosures

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 5 of 1973

RELEASE, SATISFACTION AND BILL OF SALE

RECORDATION NO. 7257
FILED 1425

1989 - 11 35 AM

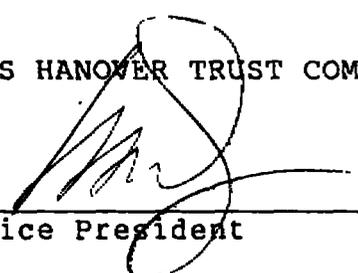
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of December 15, 1973, as supplemented (the "Agreement"), between the Trustee and Southern Railway Company (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 5 of 1973 (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, discharged and canceled, consents that the same be discharged of record, hereby 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 6 day of ~~January~~
February, 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 6 day of February, 1989, before me a Notary Public, personally appeared M. 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.

Michael J. Kiely
Notary Public

My Commission expires:

MICHAEL F. KIELY
Notary Public, State of New York
No. 41-4910115
Qualified in Queens County
Certificate filed in New York County
Commission Expires October 20, 1990