



NORFOLK SOUTHERN

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

RECORDATION NO. 9098-C REC. YES 3-011A030

JAN 11 1993 -1 00 PM

J. Gary Lane
Senior General Attorney

INTERSTATE COMMERCE COMMISSION

Writer's Direct Dial Number

(804) 629-2818

January 6, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of December 14, 1992. The primary document to which this is connected is recorded under Recordation No. 9098.

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

LESSOR/TRUSTEE: United States Trust Company of New York
114 W. 47th Street
New York, NY 10036

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
33	SD 40-2 Diesel-Electric Locomotives	C-C	3255-3287
95	100-ton High Cube Box Cars	XP	42510-42604

Counterpart - Melinda Costello

JAN 11 1 25 PM '93

A fee of \$16.00 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, Virginia 23510.

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

Release and Satisfaction and Bill of Sale dated December 14, 1992, to terminate Equipment Trust Agreement with Recordation No. 9098, dated December 1, 1977, and covering 33 diesel-electric locomotives numbered 3255-3287 and 95 high cube box cars numbered 42510-42604, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

1/11/93

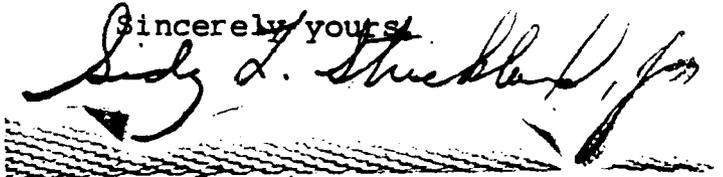
OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA. 23510-2191

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/11/93 at 1:30PM, and assigned re-
recording number(s) 9098-C and 9120-F.

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 4 of 1977

RECORDATION CD 9098C REC-103

JAN 11 1993 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of December 1, 1977, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 4 of 1977 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and the dividends due thereon or dividend warrants attached thereto, if any, 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 and its subsidiary companies, as their interests may appear, and its and their successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Agreement 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 and its corporate seal to be affixed and attested by its duly authorized officers, this 14th day of December, 1992.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee

By: [Signature]
Title: LOUIS P. YOUNG
ASSISTANT VICE PRESIDENT

ATTEST:

[Signature]
Assistant Secretary

STATE OF *New York*)
COUNTY OF *New York*)

On this *22nd* day of *December*, 1992, before me, a Notary Public, personally appeared *Louis P. Young*, to me personally known, who, being by me duly sworn, says he is a *ASSISTANT VICE PRESIDENT* of United States 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.

Thomas M. Antebom

Notary Public

My commission expires: