

RECORDATION NO. 6654-F FILED

AUG 7 '97 3:12PM

NORFOLK SOUTHERN

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

J. Gary Lane
General Counsel - Corporate

Writer's Direct Dial Number
(804) 629-2818
Telecopier: (804) 533-4872

August 6, 1997

AUG 7 3 12 PM '97
RECEIVED
SURFACE TRANSPORTATION BOARD

Counterpart Morgan Guaranty Trust

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board 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 July 31, 1997. The primary document to which this is connected is recorded under Recordation No. 6654.

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

LESSOR/TRUSTEE: Morgan Guaranty Trust Company of New York
(successor to The Chase Manhattan Bank)
100 Wall Street
New York, NY 10005

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

The equipment originally covered by the primary document to which this is connected 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>
41	GP-38 Diesel-Electric Locomotives	B-B	5001-5041

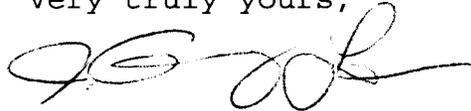
181	Open Top Hopper Cars	HT	101554-101734
12	70-ton Flat Cars	FM	50540-50551

A fee of \$24.00 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 July 31, 1997, to terminate Equipment Trust Agreement with Recordation No. 6654, dated July 15, 1972, and covering 181 open top hopper cars numbered 101554-101734, 41 locomotives numbered 5001-5041, and 12 flat cars numbered 50540-50551, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

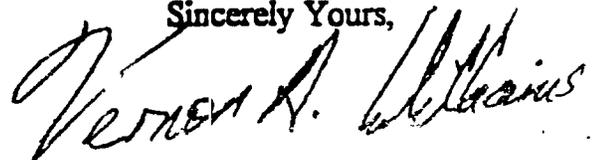
J. Gary Lane
General Counsel-Corporate
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-9241

DATE: 8/7/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/7/97 at 3:12PM, and
assigned recordation number(s). 5361-I, 6601-I and 6654-F.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



SOUTHERN RAILWAY EQUIPMENT TRUST RECORDATION NO. 6654-F
No. 4 of 1972

FILED

AUG 7 '97 3-12PM

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that MORGAN GUARANTY TRUST COMPANY OF NEW YORK (as successor trustee to The Chase Manhattan Bank (National Association)) (the "Trustee"), successor trustee under an Equipment Trust Agreement dated as of July 15, 1972, as supplemented (the "Agreement"), between the Trustee and Southern Railway Company (now named Norfolk Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 4 of 1972 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust were and have been fully paid or payment duly provided for 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 that 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 affiliated companies and its or their successors and assigns, as their interests may appear, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal this 31 day of July, 1997.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as successor Trustee

By: _____
Title: _____

J. L. White
Vice President

ATTEST:

Leonard A. B. J.
Title: Associate

STATE OF)
)
COUNTY OF)

On this 31 day of July, 1997, before me,
a Notary Public, personally appeared John J. O'Connor,
to me personally known, who, being by me duly sworn, says 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.

Carlos R. Luciano
Notary Public

My commission expires:

CARLOS R. LUCIANO
Notary Public, State of New York
No. 41-4765897
Qualified in Queens County
Commission Expires 4/30/98