

#15



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

J. Gary Lane
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Writer's Direct Dial Number
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May 1, 1991

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

1-126A079

8181-F
RECORDED TO FILES

MAY 6 1991 3 55 PM

Dear Mr. Strickland:

MISSION

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 April 11, 1991. The primary document to which this is connected is recorded under Recordation No. 8181.

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

LESSOR/TRUSTEE: Morgan Guaranty Trust Company
of New York
60 Wall Street
New York, NY 10260

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

MAY 6 3 47 PM '91
MOTOR OPERATING UNIT

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

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
250	3600 cu.ft. Hopper Cars	HT	350000-350249
250	50' 70-ton Box Cars	XM	528720-528969

165	100-ton Aggregate Hopper Cars	HM	101800-101964
150	100-ton Covered Hopper Cars	LO	91800-91949

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, Virginia 23510.

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

Release and Satisfaction and Bill of Sale dated April 11, 1991, to terminate Equipment Trust Agreement with Recordation No. 8181, dated January 15, 1976, and covering 250 hopper cars numbered 350000-350249, 250 50' 70-ton box cars numbered 528720-528969, 165 aggregate hopper cars numbered 101800-101964, and 150 covered hopper cars numbered 91800-91949.

Very truly yours,


J. Gary Lane

JGL/jad

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/7/91

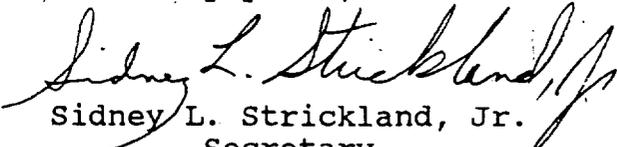
OFFICE OF THE SECRETARY

J Gary Lane
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-

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 5/6/91 at 3:55pm, and assigned recordation number(s). 8181-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1976

RECORDATION NO 8181-F
FILED 1425

MAY 6 1991 -3 55 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

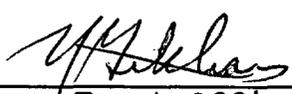
KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Trustee"), as successor trustee under an Equipment Trust Agreement dated as of January 15, 1976, as supplemented (the "Agreement"), between the prior trustee, The Chase Manhattan Bank, N.A., and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 1 of 1976 (the "Equipment Trust"), hereby certifies that all of the principal of the 7-3/4% Equipment Trust Certificates and dividend warrants attached thereto issued under said Agreement 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 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, 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 Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 11th day of April, 1991.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Trustee

By: _____


Trust Officer

ATTEST:


Assistant Secretary

