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December 16, 1999

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

RECORDATION NO. 22546-A FILED

DEC 20 '99

3-54 PM

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of December 15, 1999. The primary document to which this is connected is recorded under Recordation No. 22546.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

LESSOR: General Electric Capital Corporation
1120 Long Ridge Road
Stanford, CT 06927

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

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

Operating Subsidiary: Norfolk Southern Railway Company

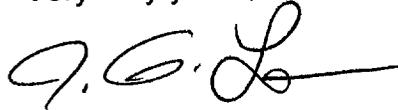
| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Reporting Marks (old and new marks)</u> |
|------------------------|-----------------------------|-------------------|--|
| 21 | Diesel-electric locomotives | C-C | CR 6551, 6653, 6558, 6560, 6564, 6565, 6568, 6571, 6572, 6574, 6575, 6576, 6577, 6578, 6579, 6581, 6583, 6586, 6587, 6588 and 6594, changed to PRR 8112-8132 (inclusive) |
| 10 | Diesel-electric locomotives | C-C | CR 6610-6619, changed to PRR 8460-8469 (inclusive) |

A recordation fee of \$26.00 will be paid by the person hand-delivering the counterparts, to whom the three extra stamped counterparts are to be returned.

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

Statement of New Numbers dated December 15, 1999, with respect to Lease of Railroad Equipment with Recordation No. 22546, dated November 2, 1999, covering 21 diesel-electric locomotives, numbered CR 6551, 6653, 6558, 6560, 6564, 6565, 6568, 6571, 6572, 6574, 6575, 6576, 6577, 6578, 6579, 6581, 6583, 6586, 6587, 6588 and 6594, changed to PRR 8112-8132 (inclusive), respectively, and 10 diesel-electric locomotives, numbered CR 6610-6619 (inclusive), changed to PRR 8460-8469 (inclusive), respectively.

Very truly yours,



J. Gary Lane

jgl
encl.

RECORDATION NO. *22546-A*

FILED

STATEMENT OF NEW NUMBERS

DEC 20 '99

3-54 PM

STATEMENT OF NEW NUMBERS dated as of December 15, 1999, by NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called "Railroad").

Railroad is a party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Railroad contemplates changing the reporting marks of the Subject Equipment (a) from the reporting marks and numbers identified as "Original Reporting Marks and Identifying Numbers" on Schedule B hereto (b) to the reporting marks and numbers identified as "New Reporting Marks and Identifying Numbers" on Schedule B hereto.

Railroad is executing this Statement of New Numbers and recording the same with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code to show for the public record both the original and the new reporting marks and identifying numbers and to preserve the protection of the rights afforded to the Lessor in the Subject Equipment by said Section 11301 when such reporting marks and numbers are changed.

NORFOLK SOUTHERN RAILWAY COMPANY

By: *William J. Rain*

Vice President

SCHEDULE A

Item 1, Lease:

Lease of Railroad Equipment dated as of November 2, 1999

Item 2, Lessor:

General Electric Capital Corporation
1120 Long Ridge Road
Stanford, CT 06927

Item 3, date of recordation of Lease:

November 22, 1999

Item 4, recordation number of Lease:

22546

SCHEDULE B

Diesel-electric locomotives bearing the following original or new reporting marks and identifying numbers:

Original Reporting Marks and Identifying Numbers

CR 6551
CR 6553
CR 6558
CR 6560
CR 6564
CR 6565
CR 6568
CR 6571
CR 6572
CR 6574
CR 6575
CR 6576
CR 6577
CR 6578
CR 6579
CR 6581
CR 6583
CR 6586
CR 6587
CR 6588
CR 6594

CR 6610
CR 6611
CR 6612
CR 6613
CR 6614
CR 6615
CR 6616
CR 6617
CR 6618
CR 6619

New Reporting Marks and Identifying Numbers

PRR 8112
PRR 8113
PRR 8114
PRR 8115
PRR 8116
PRR 8117
PRR 8118
PRR 8119
PRR 8120
PRR 8121
PRR 8122
PRR 8123
PRR 8124
PRR 8125
PRR 8126
PRR 8127
PRR 8128
PRR 8129
PRR 8130
PRR 8131
PRR 8132

PRR 8460
PRR 8461
PRR 8462
PRR 8463
PRR 8464
PRR 8465
PRR 8466
PRR 8467
PRR 8468
PRR 8469

