



**NORFOLK SOUTHERN**

0-029A056

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

Recordation No. W-----

(Filed pursuant to the  
Provisions of Section 327  
Interstate Commerce Act

Writer's Direct Dial Number

(804) 629-2818

January 25, 1990

RECORDATION NO 7764-F FILED 1428

JAN 29 1990 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

JAN 29 2 02 PM '90

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

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 and Satisfaction and Bill of Sale, a secondary document, dated as of January 16, 1990. The primary document to which this is connected is recorded under Recordation No. 7764.

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

LESSOR/TRUSTEE: First Pennsylvania Bank N.A.  
30 South 30th Street  
Philadelphia, PA 19104

LESSEE/GUARANTOR: Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510

(3) The equipment covered by the document 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>
26	Fully Enclosed Tri-level Cars	FA	NW 400001-400026
300	100-ton Coil Steel Cars	GBS	NW 169700-169999
100	100-ton Flat Cars	FM	NW 300300-300399

*Victoria Austin*

38	3000 H.P. Diesel Locomotives	C-C	NW 6073-6110
460	100-ton Open Top Hopper Cars	HT	NW 138001-138460
67	100-ton Gondola Cars	G-B	NW 189683-189749

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 as of January 16, 1990, to terminate Equipment Trust Agreement with Recordation No. 7764, dated January 1, 1975, and covering 26 tri-level cars numbered NW 400001-400026, 300 coil steel cars numbered NW 169700-169999, 100 flat cars numbered NW 300300-300999, 38 diesel locomotives numbered NW 6073-6110, 460 open top hopper cars numbered NW 138001-138460, and 67 gondola cars numbered NW 189683-189749.

Very truly yours,



J. Gary Lane  
Senior General Attorney

JGL/dps

Enclosures

RECESSION NO 7764-F FILED 1425

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST  
SERIES Z

JAN 29 1990 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

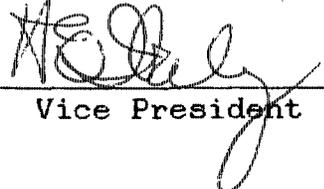
RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that First Pennsylvania Bank N.A. (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of January 1, 1975, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series Z (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 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, 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 16th day of January, 1990.

FIRST PENNSYLVANIA BANK N.A.,  
as Trustee

By   
Vice President

ATTEST:

  
Assistant Secretary

