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NS NORFOLK SOUTHERN

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

RECORDATION NO. 10113-V FILED 1425

3-200A004

JUL 19 1993 10:55 AM

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number **INTERSTATE COMMERCE COMMISSION**
(804) 629-2818

July 15, 1993

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

JUL 19 10 47 AM '93
MOTOR OPERATING UNIT

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission 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 July 15, 1993. The primary document to which this is connected is recorded under Recordation No. 10113.

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

VENDOR/ASSIGNEE: Metropolitan Life Insurance Company
One Madison Avenue
New York, New York 10010

VENDEE: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

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

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (old numbers)
4	Box Cars	XM	SOU 531956, 531810 531875, 531620

A fee of \$16.00 is enclosed. Please return three of

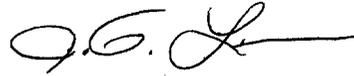
1425
ON

the original counterparts of the document, 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:

Statement of New Numbers dated as of July 15, 1993, with respect to Conditional Sale Agreement with Recordation No. 10113, dated September 1, 1978, covering four box cars, numbered SOU 531956, 531810, 531875 and 531620, changed to NS 412044-412047, respectively.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

7/19/93

OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Dear

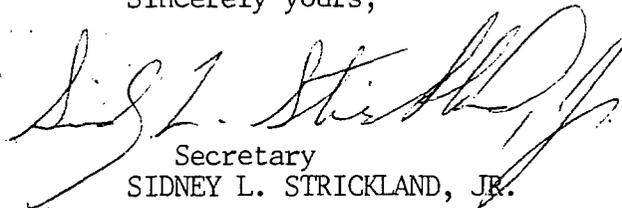
Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **7/19/93** at **10:55am**, and assigned
recording number(s).

10113-V, 10642-CC, 10703-AA, 11544-F, 11966-M

Sincerely yours,

12784-I, 12451-M
12231-N 13099-G


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/12/93

10113-V
RECORDATION NO. FILED 1425

JUL 19 1993 10:55 AM

CSA 9/1/78

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO FOUR (4) BOX CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 531956, 531810, 531875 AND 531620, SUBJECT TO A CONDITIONAL SALE AGREEMENT DATED AS OF SEPTEMBER 1, 1978, AMONG NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION), FRUIT GROWERS EXPRESS COMPANY AND GREENVILLE STEEL CAR COMPANY, AND AN AGREEMENT AND ASSIGNMENT DATED AS OF SEPTEMBER 1, 1978, AMONG PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION), FRUIT GROWERS EXPRESS COMPANY, GREENVILLE STEEL CAR COMPANY AND METROPOLITAN LIFE INSURANCE COMPANY

Old Road Number
Assigned

New Road Number
Assigned

SOU 531956
SOU 531810
SOU 531875
SOU 531620

NS 412044
NS 412045
NS 412046
NS 412047

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 15th day of July, 1993.

NORFOLK SOUTHERN RAILWAY COMPANY

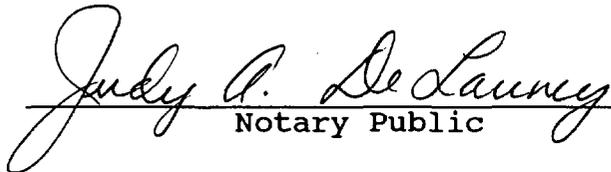
By: William R. [Signature]
Vice President

ATTEST:

Regina D. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA))
CITY OF NORFOLK)) ss:

On this 15th day of July, 1993, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals 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 by him on this date was the free act and deed of said corporation.


Notary Public

My Commission expires: September 30, 1997