

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

J. Gary Lane
 General Solicitor

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RECEIVED
 OFFICE OF THE
 SECRETARY
 APR 26 10 31 AM '94
 LICENSING BRANCH

April 21, 1994

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

RECORDATION NO. 10113-AA FILED 1425

APR 26 1994 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

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 13, 1994. The primary document to which this is connected is recorded under Recordation No. 10113.

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

ASSIGNEE OF VENDOR: 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, VA 23510

The equipment originally 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>
500	RUF Box Cars	XM	531500-531999
350	CUF Box Cars	XPI	585200-585549
375	Open Top Hopper Cars	HT	351070-351444

Counterparts Signed [Signature]

A fee of \$18.00 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 13, 1994, to terminate Conditional Sale Agreement and Assignment and Agreement with Recordation No. 10113, dated September 1, 1978, and originally covering 500 RUF box cars numbered 531500-531999, 350 CUF box cars numbered 585200-585549, and 375 hopper cars numbered 351070-351444, inclusive.

Very truly yours,



J. Gary Lane

jgl

Enclosures

SOUTHERN RAILWAY COMPANY

APR 26 1994 -10 35 AM

CONDITIONAL SALE AGREEMENT DATED SEPTEMBER 1, 1978

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that METROPOLITAN LIFE INSURANCE COMPANY (the "Assignee"), Assignee under an Agreement and Assignment dated as of September 1, 1978, from Pullman Incorporated (Pullman Standard Division), Fruit Growers Express Company and Greenville Steel Car Company (the "Sellers") to the Assignee of all of the right, title and interest of the Sellers in and to certain railroad equipment under a Conditional Sale Agreement dated as of September 1, 1978, as amended (the "Conditional Sale Agreement"), between the Sellers and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Buyer"), covering said railroad equipment, hereby certifies that the Assignee has been paid the full indebtedness in respect of the purchase price of the railroad equipment, together with interest and all other payments as provided in the Conditional Sale Agreement, and that all the Buyer's obligations contained in the Conditional Sale 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 Assignee hereby declares the Conditional Sale 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 Buyer, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Assignee's right, title and interest in and to the railroad equipment of every character described in the Conditional Sale Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Buyer.

IN WITNESS WHEREOF, the Assignee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal, duly attested, this 13th day of April, 1994.

METROPOLITAN LIFE INSURANCE
COMPANY, as Assignee

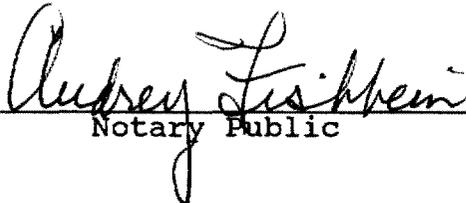
By: Richard C. Clarke
Title: Associate General Counsel

ATTEST:

[Signature]
Assistant Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 13th day of April, 1994, before me,
a Notary Public, personally appeared Richard G. Clarke,
to me personally known, who, being by me duly sworn, says he is an
Associate General Counsel of Metropolitan Life Insurance
Company, 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.



Notary Public

My commission expires:

AUDREY FISHBEIN
Notary Public, State of New York
No. 24-4956221
Qualified in Kings County
Certificate filed in New York County
Commission Expires September 11, 1995

Interstate Commerce Commission
Washington, D.C. 20423

April 26, 1994

OFFICE OF THE SECRETARY

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

Dear Mr. Lane:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on April 26, 1994 at 10:35AM, and assigned
recording number(s). 10113-AA

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)