



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

J. Gary Lane  
 Senior General Attorney

Writer's Direct Dial Number  
 (804) 629-2818

June 18, 1990

Ms. Noreta McGee  
 Secretary  
 Interstate Commerce Commission  
 12th and Constitution Avenue, N.W.  
 Washington, D. C. 20423

0-172A010

RECORDATION NO 7851-H FILED 1425

JUN 21 1990 - 2:10 PM

INTERSTATE COMMERCE COMMISSION

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 (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release, Satisfaction and Bill of Sale, a secondary document, dated as of June 11, 1990. The primary document to which this is connected is recorded under Recordation No. 7851.

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

LESSOR/TRUSTEE: Morgan Guaranty Trust Company  
 of New York  
 30 West Broadway  
 New York, NY 10015

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

MOTOR OPERATING UNIT  
 JUN 21 2 09 PM '90

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>
20	U-23B Diesel-Electric Locomotives	B-B	3935-3954
220	100-ton Woodchip Hopper Cars	HTS	134005-134224

Laurie E. M'Quinn  
 C. Owen [Signature]

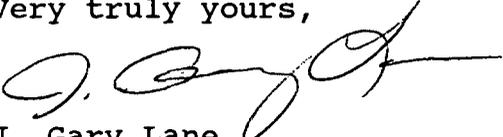
55	Aggregate Hopper Cars	HM	103945-103999
50	100-ton Air Slide Cars	LO	90304-90353
45	70-ton Gondola Cars	GB	66090-66134

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, Satisfaction and Bill of Sale dated June 11, 1990, to terminate Equipment Trust Agreement with Recordation No. 7851, dated March 1, 1975, and covering 20 locomotives numbered 3935-3954, 220 woodchip hopper cars numbered 134005-134224, 55 aggregate hopper cars numbered 103945-103999, 50 air slide cars numbered 90304-90353, and 45 gondola cars numbered 66090-66134.

Very truly yours,



J. Gary Lane

JGL/jad

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/21/90

OFFICE OF THE SECRETARY

J. Gary Lane  
Norfolk Southern Corp.  
Three Commercial Place  
Norfolk, VA. 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 6/21/90 at 2:10pm and assigned recordation number(s). 7851-H

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

SOUTHERN RAILWAY EQUIPMENT TRUST  
NO. 1 of 1975

RECORDATION NO. 7851-H FILED 1425

JUN 21 1990 -2 10 PM

RELEASE AND SATISFACTION AND BILL OF SALE INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Successor Trustee"), as Successor Trustee under an Equipment Trust Agreement dated as of March 1, 1975, as supplemented (the "Agreement"), between The Chase Manhattan Bank (National Association), Trustee and Southern Railway Company (the "Railroad"), establishing Southern Railway Equipment Trust No. 1 of 1975 (the "Equipment Trust"), hereby certifies that all of the principal of the 8% 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 Successor 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 Successor 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 11<sup>th</sup> day of JUNE, 1990.

MORGAN GUARANTY TRUST COMPANY OF  
NEW YORK, as Successor Trustee

By: [Signature]  
Trust Officer

ATTEST:

[Signature]  
Assistant Secretary

SRC14.FJG

STATE OF *New York* )  
COUNTY OF *New York* )

On this *11th* day of *June*, 1990, before me,

a Notary Public, personally appeared **Ed J. GILLHAUS**,  
to me personally known, who, being by me duly sworn, says he is a

**TRUST OFFICER** of Morgan Guaranty Trust Company

of New York, 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.

*Simone G. Vinocour*  
\_\_\_\_\_  
Notary Public

My commission expires:

**SIMONE G. VINOCOUR**  
**NOTARY PUBLIC, State of New York**  
No. 31-4938491  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires November 7, 1990