



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

9387-5
 FILED 125

December 11, 1991

DEC 13 1991 - 1:40 PM
 INTERSTATE COMMERCE COMMISSION

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

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 December 6, 1991. The primary document to which this is connected is recorded under Recordation No. 9387.

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

- TRUSTEE/LESSOR: Manufacturers Hanover Trust Company
 600 Fifth Avenue
 New York, New York 10020
- LESSEE/GUARANTOR: 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:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
2	100-ton CUF Box Cars	XP	SOU 43264 SOU 43284

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the

Counterparts - Julie Patterson

DEC 13 1 39 PM '91
 MOTION PICTURE UNIT

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 December 6, 1991, with respect to Equipment Trust Agreement with Recordation No. 9387, dated May 1, 1978, covering two CUF box cars, numbered SOU 43264 and 43284, changed to NS 466301 and 466302, respectively.

Very truly yours,



J. Gary Lane

JGL/jad

Enclosures

9387-5
REGISTRATION NO. FILED 1991

STATEMENT OF NEW NUMBERS DEC 13 1991 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO TWO (2) 100-TON CUF BOX CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 43264 AND 43284 SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF MAY 1, 1978, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND MANUFACTURERS HANOVER TRUST COMPANY, AS TRUSTEE

Old Road Number
Assigned

New Road Number
Assigned

SOU 43264
SOU 43284

NS 466301
NS 466302

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 6th day of December, 1991.

NORFOLK SOUTHERN RAILWAY COMPANY

By: *J. C. Zobean*
Vice President

ATTEST:

Dezora M. Martin
Assistant Corporate Secretary

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

On this 6th day of December, 1991, before me personally appeared S. C. Tobias, 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.

David H. Whitson
Notary Public

My Commission expires: AUGUST 31, 1994

Interstate Commerce Commission

Washington, D.C. 20423

12/13/91

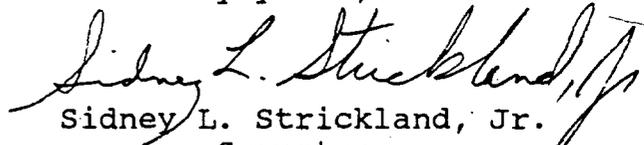
OFFICE OF THE SECRETARY

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

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/13/91 at 1:40PM, and assigned recordation number(s). 9387 J, 10113-A, 10642-B and 11926-I.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary