



NORFOLK SOUTHERN

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

RECORDATION NO. 9387 FILED 1425

JUN 14 1993 2:25 PM

INTERSTATE COMMERCE COMMISSION

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2818

June 7, 1993

3-165A019

Mr. Sidney L. Strickland, Jr.
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 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 May 20, 1993. The primary document to which this is connected is recorded under Recordation No. 9387.

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

LESSOR/TRUSTEE: Citibank, N.A.
120 Wall Street
New York, NY 10043

LESSEE/GUARANTOR: 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:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
327	Open Top Hopper Cars	HT	350730-351056
157	70-ton Box Cars	XM, XL, XP	531308-531464
100	Bulkhead Box Cars	XL, XP	586100-586199

MOTOR OPERATING UNIT
JUN 14 2 22 AM '93

Melinda Castille
C. O'Connell

33	CUF Box Cars	XP	43261-43293
6	High Roof CUF Box Cars	XP	43490-43495
1	Heavy Duty Flat Car	FM	50090
10	SD40-2 Diesel-Electric Locomotives	0660	3293-3302

A fee of \$16.00 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 May 20, 1993, to terminate Equipment Trust Agreement with Recordation No. 9387, dated May 1, 1978, and covering 1 flat car numbered 50090, 327 open top hopper cars numbered 350730-351056, 157 box cars numbered 531308-531464, 100 box cars numbered 586100-586199, 33 box cars numbered 43261-43293, 6 box cars numbered 43490-43495, and 10 locomotives numbered 3293-3302, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1978

JUN 14 1993 2:29PM

INTERSTATE COMMERCE COMMISSION

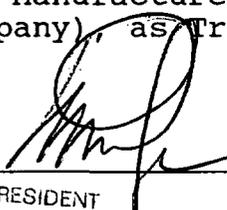
RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (as successor by merger to Manufacturers Hanover Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of May 1, 1978, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1978 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and the dividends due thereon or dividend warrants attached thereto, if any, 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 Trust Equipment (as therein defined) subject to the Agreement 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 and its corporate seal to be affixed and attested by its duly authorized officers, this 20th day of May, 1993.

CHEMICAL BANK (as successor by
merger to Manufacturers Hanover
Trust Company) as Trustee

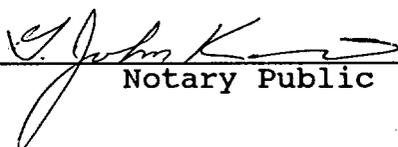
By: 
Title: VICE PRESIDENT

ATTEST:


Assistant Secretary

STATE OF *N.Y.*)
COUNTY OF *N.Y.*)

On this *20th* day of *May*, 1993, before me,
a Notary Public, personally appeared *W.B. Dodge*,
to me personally known, who, being by me duly sworn, says he is a
VICE PRESIDENT of Chemical Bank, 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:

G. JOHN KIRSCH
NOTARY PUBLIC, State of New York
No. 4964986
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires April 16, 1994

Interstate Commerce Commission
Washington, D.C. 20423

6/14/93

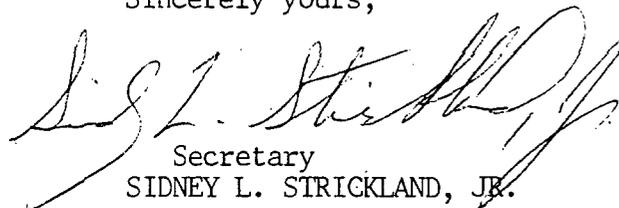
OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Three Commerce Place
Norfolk, VA. 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 **6/14/93** at **2:25pm**, and assigned
recordation number(s). **9387-P**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

①

2/16/93