



Norfolk Southern Corporation
 Law Department
 Three Commercial Place
 Norfolk, Virginia 23510-9241

RECORDATION NO. 8058-I FILED

OCT 7 '99 1-30PM

J. Gary Lane
 General Counsel - Corporate

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October 5, 1999

Mr. Vernon A. Williams
 Secretary
 Surface Transportation Board
 1925 K Street, N.W.
 Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board four (4) 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 October 4, 1999. The primary document to which this is connected is recorded under Recordation No. 8058.

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

LESSOR/TRUSTEE: Citibank, N.A.
 111 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:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
402	Gondola Cars	GBS	66398-66799

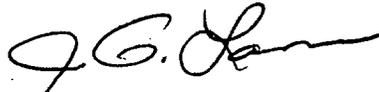
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
150	Quick Dump Hopper Cars	HTS	79650-79799
75	Hopper Cars	HT	78400-78474
1	Heavy Duty Flat Car	FMS	50091

A recordation fee of \$26.00 will be paid by the person hand-delivering the counterparts, to whom the three extra stamped counterparts are to be returned.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated October 4, 1999, to terminate Equipment Trust Agreement with Recordation No. 8058, dated September 15, 1975, covering 401 gondola cars numbered 66398-66799, 150 quick dump hopper cars numbered 79650-79799, 75 hopper cars numbered 78400-78474, and one heavy duty flat car numbered 50091, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

OCT 7 '99

1-30PM

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1975RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N. A. (formerly First National City Bank) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of September 15, 1975, 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 1975 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust were and 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 that the Agreement was and remains satisfied and canceled, consents that the same be discharged and released of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad and its subsidiary companies and its or their successors and assigns, as their interests may appear, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust 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 by one of its authorized officers under its corporate seal attested by one of its Senior Trust Officers, this 4th day of OCTOBER, 1999.

CITIBANK, N. A.

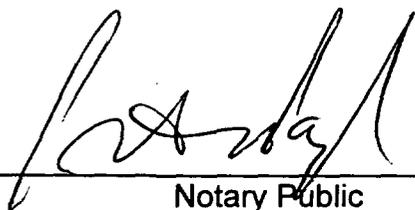
By: 
Title: **Vice President**

ATTEST:


Senior Trust Officer

STATE OF ^{NEW YORK})
COUNTY OF ^{NEW YORK})

On this 4th day of OCTOBER, 1999, before me, a Notary Public, personally appeared P. DeFelice, to me personally known, who, being by me duly sworn, says he is a Vice President of Citibank, N. A., 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:

PETER M. PAVLYSHIN
Notary Public, State of New York
No. 41-4991297
Qualified in Queens County
Certificate Filed in New York County
Commission Expires January 27, 2000