

2-233A001



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

August 17, 1992

RECORDATION NO. 10369-A FILED 1423

AUG 19 1992 4:45 PM

INTERSTATE COMMERCE COMMISSION

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 July 29, 1992. The primary document to which this is connected is recorded under Recordation No. 10369.

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

ASSIGNEE OF VENDOR: United States Trust Company of New York
114 West 47th Street
New York, NY 10036

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>
100	70-ton Flat Cars	FA	159371-159470

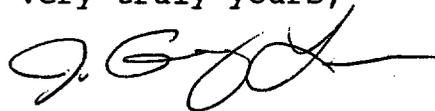
A fee of \$16.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation

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 July 29, 1992, to terminate Equipment Trust Agreement with Recordation No. 10369, dated May 1, 1979, and covering 100 70-ton flat cars numbered 159371-159470.

Very truly yours,

A handwritten signature in black ink, appearing to read 'J. Gary Lane', with a long horizontal flourish extending to the right.

J. Gary Lane

jgl

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/20/92

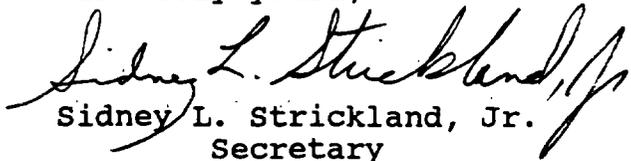
OFFICE OF THE SECRETARY

J. Gary Lane
General Attorney Senior
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk Virginia 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 8/19/92 at 4:45pm, and assigned recordation number(s). 10369-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION # 10369-A
FILED 1992

AUG 19 1992 - 4 45 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN RAILWAY COMPANY

CONDITIONAL SALE AGREEMENT DATED MAY 1, 1979

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Assignee"), Assignee under an Agreement and Assignment dated as of May 1, 1979, from Portec Inc. (the "Seller") to the Assignee of all of the right, title and interest of the Seller in and to certain railroad equipment under a Conditional Sale Agreement dated as of May 1, 1979, as amended (the "Conditional Sale Agreement"), between the Seller 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, and releases unto the Buyer, its successors and assigns, as its and their absolute property, all of the Assignee's right, title and interest in and to the railroad equipment covered by the Conditional Sale Agreement.

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 27th day of July, 1992.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Assignee

By: [Signature]
Title: _____

ATTEST:

[Signature: Sean Cullen]
Assistant Secretary
SEAN CULLEN