



NORFOLK SOUTHERN

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

8119-J

JAN 28 1991 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2818

1-028A007

JAN 28 10 50 AM '91
RECEIVED

January 19, 1991

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 December 4, 1990. The primary document to which this is connected is recorded under Recordation No. 8119.

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

LESSOR/TRUSTEE: Manufacturers Hanover Trust Company
450 West 33rd Street
New York, NY 10001

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

The equipment originally covered by the document is generally described as follows:

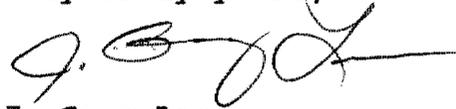
| Number of Units | General Description | AAR Symbol | Railroad's Road Numbers (both inclusive) |
|-----------------|------------------------|------------|--|
| 325 | 3600 cu.ft.Hopper Cars | HT | 78475-78799 |
| 420 | 50' 70-ton Box Cars | XM | 528300-528719 |

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 and Satisfaction and Bill of Sale dated December 4, 1990, to terminate Equipment Trust Agreement with Recordation No. 8119, dated November 15, 1975, and covering 325 hopper cars numbered 78475-78799 and 420 50' 70-ton box cars numbered 528300-528719.

Very truly yours,



J. Gary Lane

JGL/jad

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/31/91

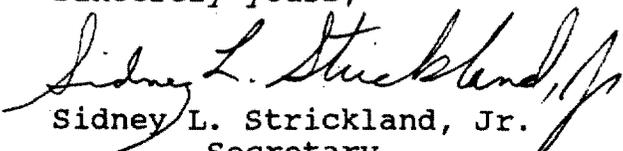
OFFICE OF THE SECRETARY

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 1/28/91 at 10:55am, and assigned recordation number(s). 8119-J

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 4 of 1975

5119-9
JAN 28 1991 -10 55 AM
INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of November 15, 1975, as supplemented (the "Agreement"), between the Trustee and Southern Railway Company (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 4 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 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 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 Vice Presidents under its corporate seal attested by one of its Assistant Secretaries, this 4 day of December, 1990.

MANUFACTURERS HANOVER TRUST
COMPANY, as Trustee

By: *James H. Fry*
Assistant Vice President

ATTEST:

E. J. [Signature]
Assistant Secretary

Trust Officer

STATE OF)
)
COUNTY OF)

On this 4th day of December, 1990, before me,
a Notary Public, personally appeared James M. Foley,
to me personally known, who, being by me duly sworn, says he is a
ASST. VICE PRESIDENT of Manufacturers Hanover Trust
Company, 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.

Alicia Castelle
Notary Public

My commission expires:

ALICIA CASTELLE
Notary Public, State of New York
No. 4965185
Qualified in Nassau County
Certificate filed in New York County
Commission Expires April 16, 1992