



NORFOLK SOUTHERN

2-055A088

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

J. Gary Lane
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Writer's Direct Dial Number

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8603-F
RECORDED NO. FILED 1423

February 19, 1992

FEB 24 1992 - 3 10 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 February 6, 1992. The primary document to which this is connected is recorded under Recordation No. 8603.

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

| | |
|-------------------|--|
| LESSOR/TRUSTEE: | Morgan Guaranty Trust Company of New York 60 Wall Street New York, NY 10260 |
| LESSEE/GUARANTOR: | Norfolk Southern Railway Company (formerly Southern Railway Company) Three Commercial Place Norfolk, VA 23510 |

FEB 24 3 07 PM '92
MOTOR OPERATING UNIT

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> |
|------------------------|-------------------------------------|-------------------|---|
| 30 | GP-38-2 Diesel-Electric Locomotives | B-B | 5202-5231 |

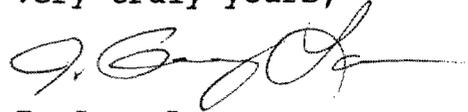
| | | | |
|-----|---------------------------------------|-------|---------------|
| 15 | U-23-B Diesel-Electric Locomotives | B-B | 3955-3969 |
| 140 | 70-ton RUF Box Cars | XM/XP | 530000-530139 |

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 February 6, 1992, to terminate Equipment Trust Agreement with Recordation No. 8603, dated November 15, 1976, and covering 45 diesel-electric locomotives numbered 5202-5231 and 3955-3969 and 140 box cars numbered 530000-530139, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission

Washington, D.C. 20423

2/24/92

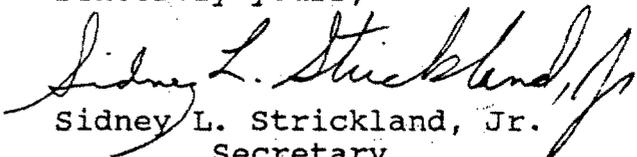
OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Law Department
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 2/24/92 at 3:10PM, and assigned recordation number(s). 8603-F.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 5 of 1976

FEB 24 1992 - 8 10 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of November 15, 1976, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 5 of 1976 (the "Equipment Trust"), hereby certifies that all of the principal of the 7-3/8% Equipment Trust Certificates and dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, 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, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 6th day of February, 1992.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Trustee

By: [Signature]
Trust Officer

ATTEST:

[Signature]
Assistant Secretary

STATE OF *New York*)
COUNTY OF *New York*)

On this *6th* day of *February*, 1992, before me,
a Notary Public, personally appeared *Ed Jo GILLHAUS*,
to me personally known, who, being by me duly sworn, says he is a
Trust Officer of Morgan Guaranty Trust Company
of New York, 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.

Peter V. Murphy

Notary Public

My commission expires:

PETER V. MURPHY
Notary Public, State of New York
No. 4984457
Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires July 22, 1993