

**NORFOLK
SOUTHERN**

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

10642-EE

SEP 17 1993 3:00 PM

INTERSTATE COMMERCE COMMISSION

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2818

September 14, 1993

Mr. Sidney Strickland
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 four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of September 14, 1993. The primary document to which this is connected is recorded under Recordation No. 10642.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

VENDOR/ASSIGNEE: United States Trust Company of New York
114 W. 47th Street
New York, New York 10036

VENDEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

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

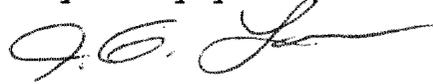
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
17	100-ton Covered Hopper Cars	LO	SOU 85092, 85084 85235, 85031 85200, 85176 85160, 85019 85227, 85377 85161, 85195 85020, 85140 85476, 85134 85093

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, 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:

Statement of New Numbers dated as of September 14, 1993, with respect to Conditional Sale Agreement with Recordation No. 10642, dated June 15, 1979, covering seventeen covered hopper cars, formerly numbered SOU 85092, 85084, 85235, 85031, 85200, 85176, 85160, 85019, 85227, 85377, 85161, 85195, 85020, 85140, 85476, 85134 and 85093, changed to NS 245241-245257, respectively.

Very truly yours,



J. Gary Lane

encl.

cc: United States Trust Company of New York
114 W. 47th Street
New York, New York 10036

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO SEVENTEEN (17) 100-TON COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 85092, 85084, 85235, 85031, 85200, 85176, 85160, 85019, 85227, 85377, 85161, 85195, 85020, 85140, 85476, 85134, AND 85093, SUBJECT TO A CONDITIONAL SALE AGREEMENT DATED AS OF JUNE 15, 1979, AMONG NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION) AND ORTNER FREIGHT CAR COMPANY, AND AN AGREEMENT AND ASSIGNMENT DATED AS OF JUNE 15, 1979, AMONG PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION), ORTNER FREIGHT CAR COMPANY, AND UNITED STATES TRUST COMPANY OF NEW YORK, AS AGENT

Old Road Number Assigned

SOU 85092
 SOU 85084
 SOU 85235
 SOU 85031
 SOU 85200
 SOU 85176
 SOU 85160
 SOU 85019
 SOU 85227
 SOU 85377
 SOU 85161
 SOU 85195
 SOU 85020
 SOU 85140
 SOU 85476
 SOU 85134
 SOU 85093

New Road Number Assigned

NS 245241
 NS 245242
 NS 245243
 NS 245244
 NS 245245
 NS 245246
 NS 245247
 NS 245248
 NS 245249
 NS 245250
 NS 245251
 NS 245252
 NS 245253
 NS 245254
 NS 245255
 NS 245256
 NS 245257

RECORDED NO. 20642-EE FILED
 SEP 17 1993 - 3 20 PM
 INTERSTATE COMMERCE COMMISSION

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 14th day of September, 1993.

NORFOLK SOUTHERN RAILWAY COMPANY

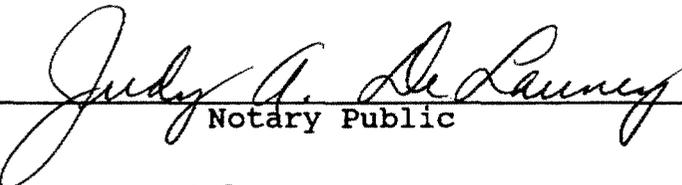
By: William R. [Signature]
 Vice President

ATTEST:

Debra M. Martin
 Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA))
CITY OF NORFOLK)) SS:

On this 14th day of September, 1993, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals 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 by him on this date was the free act and deed of said corporation.


Notary Public

My Commission expires: September 30, 1997