



**NORFOLK
SOUTHERN**

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

Writer's Direct Dial Number

(804) 629-2818

RECORDATION NO. 10642 FILED 1425 *MSG*

JAN 10 1994 -3 10 PM

J. Gary Lane INTERSTATE COMMERCE COMMISSION
General Solicitor

January 5, 1994

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 January 4, 1994. 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:

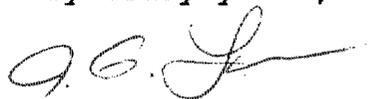
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
32	100-ton Covered Hopper	LO	SOU 85145, 85487, 85436, 85076, 85238, 85263, 85129, 85157, 85431, 85449, 85055, 85017, 85306, 85091, 85293, 85247, 85270, 85257, 85155, 85014, 85492, 85102, 85370, 85498, 85203, 85186, 85166, 85126, 85082, 85117, 85323, and 85245

A fee of \$18.00 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 January 4, 1994, with respect to Conditional Sale Agreement with Recordation No. 10642, dated June 15, 1979, covering 32 covered hopper cars, numbered from the series SOU 85000 through SOU 85499 and changed to NS 245294-NS 245325, inclusively.

Very truly yours,



J. Gary Lane

Enclosures

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

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CSA 6/15/79

INTERSTATE COMMERCE COMMISSION STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO THIRTY-TWO (32) 100-TON COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 85145, 85487, 85436, 85076, 85238, 85263, 85129, 85157, 85431, 85449, 85055, 85017, 85306, 85091, 85293, 85247, 85270, 85257, 85155, 85014, 85492, 85102, 85370, 85498, 85203, 85186, 85166, 85126, 85082, 85117, 85323, AND 85245, 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

New Road Number
Assigned

SOU 85145	NS 245294
SOU 85487	NS 245295
SOU 85436	NS 245296
SOU 85076	NS 245297
SOU 85238	NS 245298
SOU 85263	NS 245299
SOU 85129	NS 245300
SOU 85157	NS 245301
SOU 85431	NS 245302
SOU 85449	NS 245303
SOU 85055	NS 245304
SOU 85017	NS 245305
SOU 85306	NS 245306
SOU 85091	NS 245307
SOU 85293	NS 245308
SOU 85247	NS 245309
SOU 85270	NS 245310
SOU 85257	NS 245311
SOU 85155	NS 245312
SOU 85014	NS 245313
SOU 85492	NS 245314
SOU 85102	NS 245315
SOU 85370	NS 245316
SOU 85498	NS 245317
SOU 85203	NS 245318
SOU 85186	NS 245319
SOU 85166	NS 245320
SOU 85126	NS 245321
SOU 85082	NS 245322
SOU 85117	NS 245323
SOU 85323	NS 245324
SOU 85245	NS 245325

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 4th day of January, 1994.

NORFOLK SOUTHERN RAILWAY COMPANY

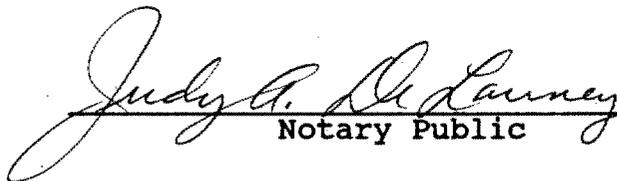
By: W. B. R.
Vice President

ATTEST:

Sandra S. Peirce
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA))
CITY OF NORFOLK)) ss:

On this 4th day of January, 1994, 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 09, 1997