NORFOLK SOUTHERN

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

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William A. Noell, Jr.
Corporate Counsel

RECORDATION NO. 17431-A FILED

FEB 2 '98 12-02 PM

January 30, 1998

RECEIVED SURFACE TRANSPORTATION BOARD FEB 2 12 02 PM '98

VIA AIRBORNE EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission five (5) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Number(s), a secondary document, dated as of January 27, 1998. The primary document to which this is connected is recorded under Recordation No. 17431.

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

TRUSTEE/LESSOR: The Bank of New York
(successor trustee to Mercantile-Safe Deposit and Trust Company)
101 Barclay Street
New York, NY 10286

LESSEE/GUARANTOR. Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

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

Number of Units	General Description	AAR Symbol	Railroad's Road Number(s) (old number(s))
1	Model GP60 Diesel Electric Locomotive	B-B	NS 7117

A fee of $24.00 is enclosed. Please return four (4) of the original counterparts of the document, stamped with the Commission's recordation data, to William A. Noell, Jr., Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510-9241.

A short summary of the document to appear in the index follows:

Statement of New Number(s) dated as of January 27, 1998, with respect to Equipment Trust Agreement dated August 15, 1991, with Recordation No. 17431, covering one (1) locomotive, originally numbered 7117, and hereby changed to 7100.

Very truly yours,

William A. Noell, Jr.

Enclosures

cc: The Bank of New York
101 Barclay Street
New York, NY 10286

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

William A. Noell, Jr.
Corporate Counsel
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA., 23510-9241

DATE: 2/2/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 2/2/98 at 12:02PM, and assigned recordation number(s). 17431-A.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature Janice M. Fort

RECORDATION NO. 17431-A FILED

FEB 2 '98 12-02 PM

STATEMENT OF NEW NUMBER(S)

STATEMENT OF NEW NUMBER(S) ASSIGNED TO ONE (1) LOCOMOTIVE BEARING THE ROAD NUMBER NS 7117, SUBJECT TO AN EQUIPMENT TRUST CREATED PURSUANT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 15, 1991, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY AND MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, AS TRUSTEE, TO THE BUSINESS OF WHICH THE BANK OF NEW YORK HAS SUCCEEDED AND BECOME THE SUCCESSOR TRUSTEE).

Old Road Number Assigned	New Road Number Assigned
7117	7100

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 27th day of January, 1998.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William C. Woldrig
Vice President

ATTEST:
Virginia B. Taylor
Assistant Corporate Secretary

NORFOLK SOUTHERN CORPORATION SEAL 1894

COMMONWEALTH OF VIRGINIA)
) ss:
CITY OF NORFOLK)

On this 27th day of January, 1998, before me personally appeared William C. Wooldridge, 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.

Karen H. Sublett
Notary Public

My Commission expires: January 31, 1998