



NORFOLK SOUTHERN

2-128A048

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

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number
(804) 629-2818

May 6, 1992

RECORDATION NO. 11754-B FILED 1425

MAY 7 1992 - 4 02 PM

INTERSTATE COMMERCE COMMISSION

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 May 5, 1992. The primary document to which this is connected is recorded under Recordation No. 11754.

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

TRUSTEE/LESSOR: Citibank, N.A.
5 Hanover Square
New York, New York 10043

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

MAY 7 3 55 PM '92
MOTOR OPERATING UNIT

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>
1	CUF Insulated Boxcars	XPI	SOU 585797

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 May 5, 1992, with respect to Equipment Trust Agreement with Recordation No. 11754, dated April 15, 1980, covering one boxcar, numbered SOU 585797, changed to NS 441200.

Very truly yours,



J. Gary Lane

jgl
encl.

21754-B
REC'D 125

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STATEMENT OF NEW NUMBERS

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO TWO (2) CUC INSULATED
BOXCARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU
585797 AND 585892, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED
AS OF APRIL 15, 1980, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY
(FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND CITIBANK, N.A., AS
TRUSTEE

Old Road Number
Assigned

New Road Number
Assigned

SOU 585797

NS 441200

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 5th day of
May, 1992.

NORFOLK SOUTHERN RAILWAY COMPANY

By: Z. J. Bellamer
Vice President

ATTEST:

Debra M. Martin
Assistant Corporate Secretary



COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK)

ss:

On this *5th* day of *May*, 1992, before me personally appeared *L. L. Pillaman*, 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.

Warren S. Peterson

Notary Public

My Commission expires: AUGUST 31, 1994