



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

RECORDATION NO. 11926-3 FILED 1425

AUG 15 1995 9 00 AM

INTERSTATE COMMERCE COMMISSION
 General Solicitor

Writer's Direct Dial Number

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 OFFICE OF THE
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July 31, 1995

Mr. Vernon A. Williams
 Secretary
 Interstate Commerce Commission
 12th and Constitution Avenue, N.W.
 Washington, D. C. 20423

0100736002

Dear Mr. Williams:

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 July 21, 1995. The primary document to which this is connected is recorded under Recordation No. 11926.

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

LESSOR/TRUSTEE: Chemical Bank (successor to
 Manufacturers Hanover Trust Company)
 450 West 33rd Street
 New York, NY 10001

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

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>
499	70-ton Pulpwood Cars	LP	141300-141748

66	CUF Insulated Box Cars	XPI	585858-585923
194	RUF Box Cars	XM	532306-532499

A fee of \$21.00 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 July 21, 1995, to terminate Equipment Trust Agreement with Recordation No. 11926, dated July 1, 1980, and originally covering 499 pulpwood cars numbered 141300-141748, 66 box cars numbered 585858-585923, and 194 box cars numbered 532306-532499, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.



Interstate Commerce Commission
Washington, D.C. 20423-0001

8/15/95

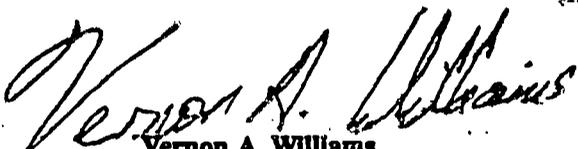
Office Of The Secretary

J. Gary Lane
General Solicitor
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/15/95 at 9:00AM, and assigned recordation number(s). 11926-S

Sincerely yours,

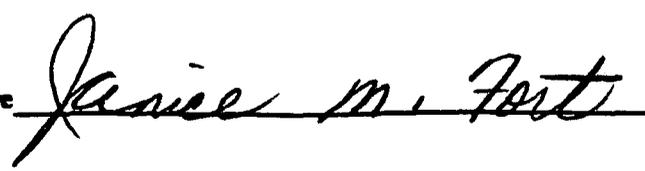

Vernon A. Williams
Secretary

Enclosure(s)

(0100736002)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1980

11926-S
AUG 1 1995

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (as successor to Manufacturers Hanover Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of July 1, 1980, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1980 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and the dividends due thereon or dividend warrants attached thereto, if any, issued under the Equipment Trust have been fully paid 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, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Agreement and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto and its corporate seal to be affixed and attested by its duly authorized officers, this 21st day of July, 1995.

CHEMICAL BANK, as Trustee

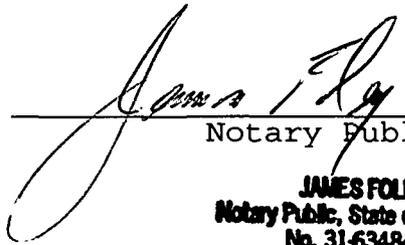
By: 
Title: Vice President

ATTEST:


Assistant Secretary
TRUST OFFICER

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 21st day of July, 1995, before me,
a Notary Public, personally appeared W. B. DODGE,
to me personally known, who, being by me duly sworn, says he is a
Vice President of Chemical Bank, 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.



Notary Public
JAMES FOLEY
Notary Public, State of New York
No. 31-6348400
Qualified in New York County
Commission Expires August 31, 1996

My commission expires: