NORFOLK SOUTHERN

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

J. Gary Lane
General Solicitor

Writer's Direct Dial Number

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RECORDATION NO. 12231-R
FILED 1425
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INTERSTATE COMMERCE COMMISSION

October 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 September 16, 1994. The primary document to which this is connected is recorded under Recordation No. 12231.

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

TRUSTEE/LESSOR: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

LESSEE/GUARANTOR: Norfolk Southern Railway Company (formerly 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 Numbers (old numbers)
1	100-ton Covered Hopper Car	LO	SOU 88305

A fee of $21.00 is enclosed. Please return three (3) 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 16, 1994, with respect to Equipment Trust Agreement with Recordation No. 12231, dated October 15, 1980, covering one (1) covered hopper car, numbered SOU 88305, changed to NS 257029.

Very truly yours,

J. Gary Lane

Enclosures

cc: Morgan Guaranty Trust Company
of New York
30 West Broadway
New York, New York 10015

12231-R

OCT 7

No. 5 of 1980

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO ONE (1) COVERED HOPPER CAR BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBER SOU 88305, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF OCTOBER 15, 1980, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS TRUSTEE

Old Road Number Assigned	New Road Number Assigned
SOU 88305	NS 257029

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 16th day of September, 1994.

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____
Vice President

ATTEST:

_____
~~Assistant~~ Corporate Secretary

COMMONWEALTH OF VIRGINIA)
) ss:
CITY OF NORFOLK)

On this 16th day of September, 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.

Jeanie B. Davis
Notary Public

My Commission expires: MAY 29, 1995