



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

2-037A001

J. Gary Lane
 Senior General Attorney

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

February 3, 1992

11437-F
 FEB 6 1992

Mr. Sidney Strickland
 Secretary
 Interstate Commerce Commission
 12th and Constitution Avenue, N.W.
 Washington, D. C. 20423

FEB 6 1992 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
 FEB 6 9 51 AM '92

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 31, 1992. The primary document to which this is connected is recorded under Recordation No. 11437.

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
 60 Wall Street
 New York, New York 10260

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:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
2	70-ton CUF Insulated Box Cars	XPI	SOU 584857 SOU 584921

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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 January 31, 1992, with respect to Equipment Trust Agreement with Recordation No. 11437, dated February 15, 1980, covering two insulated box cars, numbered SOU 584857 and 584921, changed to NS 440652 and 440653, respectively.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

2/6/92

OFFICE OF THE SECRETARY

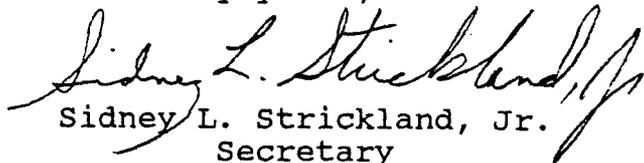
J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

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 2/6/92 at 10:05am, and assigned recordation number(s).

8736-M, 10113-B, 10642-F & 11437-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

114375
REVISION NO. FEB 1980

FEB 6 1992 10 05 AM

No. 1 of 1980

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO TWO (2) 70-TON INSULATED BOX CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 584857 AND 584921 SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF FEBRUARY 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 584857
SOU 584921

NS 440652
NS 440653

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 31st day of January, 1992.

NORFOLK SOUTHERN RAILWAY COMPANY

By: Carl J. [Signature]
Vice President

ATTEST:

Dezora M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA))
CITY OF NORFOLK)) SS:

On this *31st* day of *January*, 1992, before me personally appeared *C. M. Irvin*, 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