NORFOLK SOUTHERN

2-128A047

Norfolk Southern Corporation
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Senior General Attorney

RECORDATION NO. 11437-F FILED 1425

MAY 7 1992 -4 05 PM

INTERSTATE COMMERCE COMMISSION

May 6, 1992

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. 11437.

MAY 7 3 55 PM '92
MOTOR OPERATING UNIT

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:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (old numbers)
2	70-ton CUF Insulated Box Cars	XPI	SOU 584903 SOU 584930

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. 11437, dated February 15, 1980, covering two insulated box cars, numbered SOU 584903 and 584930, changed to NS 440654 and 440655, respectively.

Very truly yours,

J. Gary Lane

jgl
encl.

No. 1 of 1980

11437-F

STATEMENT OF NEW NUMBERS MAY 7 1992 4 05 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO TWO (2) 70-TON INSULATED BOX CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 584903 AND 584930 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 584903	NS 440654
SOU 584930	NS 440655

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: _____
Vice President

ATTEST:

Alexora M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)
) ss:
CITY OF NORFOLK)

On this 5th day of May, 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.

Marie L. Whitson
Notary Public

My Commission expires: AUGUST 31, 1994