

NORFOLK SOUTHERN CORPORATION

LAW DEPARTMENT

THREE COMMERCIAL PLACE
NORFOLK, VIRGINIA 23510-9241
757-629-2634
FACSIMILE - 2607

RECORDATION NO. 20528-A FILED

JAN 22 '98

1-33 PM

WILLIAM A. NOELL, JR.
CORPORATE COUNSEL

January 22, 1998

HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW, Room 711
Washington, DC 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Board's Rules, I submit herewith for recording with the Board fifteen (15) original counterparts, properly executed and acknowledged, of the document described below. I request that fourteen (14) of the counterparts (bearing the Board's stamped evidence of recordation) be returned to the person hand-delivering the counterparts for filing.

This document is a Termination Statement and Release (a "secondary document" under the Board's Rules), dated as of January 15, 1998, and relates to and terminates the Equipment Trust Agreement, Series H, dated as of January 15, 1997 ("Trust Agreement"), previously filed with the Board and assigned recordation number 20528. The names and addresses of the parties to the Trust Agreement and to this document are:

TRUSTEE/LESSOR:

The First National Bank of Maryland
25 South Charles Street - MC 101-591
16 Floor - Corporate Trust Administration
Baltimore, Maryland 21201

LESSEE/GUARANTOR:

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510-2191

Counterparts - Vernon Williams

JAN 22 1 33 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

The equipment listed in Schedule A to the Trust Agreement, which never became subject to the trust thereby created, and all which is covered by this Termination Statement and Release, was described generally as follows:

Number of Units	General Description	AAR Mech. Symbol	Railroad's Road Numbers Inclusive
120	DASH 9-40CW, 6-Axle, 4000 HP Diesel-Electric Locomotives	C-C	NS 9009-9128
112	60 ft. 100-ton Boxcars, Plate "C" Canstock	XP	NS 469670-781
50	5,150 cu. ft. Covered Hopper Cars	LO	NS 294165-214

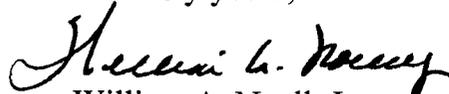
The recordation fee of \$24.00 (49 C.F.R. § 1002.2(f)(83)) will be paid by the person hand-delivering the counterparts, to whom the unused, stamped counterparts and the extra copy of this transmittal letter are to be returned.

A short summary of this document - for use in the index follows:

Termination Statement and Release, dated as of January 15, 1998, between The First National Bank of Maryland, 25 South Charles Street - MC 101-591, 16 Floor - Corporate Trust Administration, Baltimore, Maryland 21201, as Trustee/Lessor, and Norfolk Southern Railway Company, Three Commercial Place, Norfolk, Virginia 23510-2191, as Lessee/Guarantor, relating to the Termination of Norfolk Southern Railway Equipment Trust, Series H, between the same parties and providing for the release from that trust and for the termination of any lien created thereby of the following equipment: 120 (one-hundred, twenty) DASH 9-40CW, 6-axle, 4,000 HP Diesel-Electric Locomotives, numbered **NS 9009 - 9128**, inclusive; 112 (one-hundred, twelve) 60 ft. 100-ton Boxcars, Plate "C" Canstock, numbered **NS 469670 - 781**, inclusive; and 50 (fifty) 5,150 cu. ft. Covered Hopper Cars, numbered **NS 294165 - 214**, inclusive.

Please acknowledge receipt on the enclosed copy of this letter.

Sincerely yours,


William A. Noell, Jr.

cc: The First National Bank of Maryland
Attention: Mr. Brown/Corporate Trust Administration

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

William A. Noell, Jr.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-9241

DATE: 1/22/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 1/22/98 at 1:33PM and 1:34 PM, and assigned recordation number(s) 20528-A and 21173.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JAN 22 '98

1-33PM

TERMINATION STATEMENT AND RELEASE dated as of January 15, 1998, by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association (hereinafter called the **Trustee**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation.

WHEREAS the parties hereto have entered into that certain Equipment Trust Agreement dated as of January 15, 1997 (hereinafter called the **Agreement**), intending to create a trust to be known as the "Norfolk Southern Railway Equipment Trust, Series H," pursuant to which the parties contemplated financing the railroad equipment listed in Schedule A hereto (hereinafter called the **Equipment**);

WHEREAS appropriate evidence of the Agreement has been filed and recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on January 30, 1997, and assigned recordation number **20528**; and

WHEREAS the trust intended to be created by the Agreement has not been funded, the Equipment has not been accepted under the Agreement, and the trust estate contemplated to be subject to the Agreement has not been created or established.

NOW, THEREFORE, the parties hereto hereby terminate the Agreement and the Trustee hereby releases and terminates all and any of its interest in the Equipment. The parties hereto acknowledge and agree that the trust intended to be created by the Agreement has not been created or established, and that a trust to be known as the "Norfolk Southern Railway Equipment Trust, Series H," may be created or established at any future time.

IN WITNESS WHEREOF, the parties hereto have caused this Termination Statement and Release to be executed by their officers thereunto duly authorized, as of the date first above written.

**THE FIRST NATIONAL BANK
OF MARYLAND, Trustee,**

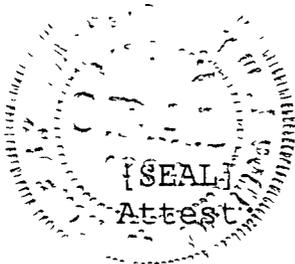
By *Robert S. Brown*
Title: Assistant Vice President

[SEAL]
Attest:

David J. [Signature]
Title:

NORFOLK SOUTHERN RAILWAY COMPANY

By *William J. Romig*
Title: Vice President



Sandra J. [Signature]
Title: Corporate
Secretary

State of Maryland

County of Baltimore) ss.:

On this 21st day of January, 1998, before me personally appeared **Robert D. Brown**, to me personally known, who, being by me duly sworn, says he is Assistant Vice President of **The First National Bank of Maryland**, 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 was the free act and deed of said corporation.

Sandra C. Currello
Notary Public

Commission expires: 5/19/98
[Notarial Seal]

Commonwealth of Virginia

City of Norfolk) ss.:

On this 16th day of January 1998, before me personally appeared **William J. Romig**, to me personally known, who, being by me duly sworn, says he is 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 was the free act and deed of said corporation.

Sandra J. Kirby
Notary Public

Commission expires: 3/31/98
[Notarial Seal]



SCHEDULE A

Description of Trust Equipment

As Annexed to
Norfolk Southern Railway Equipment Trust, Series H
(Bearing STB Recordation Number 20528),
which is being terminated prior to the acceptance
thereunder of any of the following listed Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>NS Road Numbers</u>
120	DASH 9-40CW, 6-Axle 4,000 HP Diesel Electric Locomotives	9009 to 9128, inclusive
112	60 ft 100-ton Boxcars, Plate "C" Canstock	469670 to 469781, inclusive
50	5,150 cu. ft. Covered Hopper Cars	294165 to 294214, inclusive