



NORFOLK SOUTHERN

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

RECORDATION NO. 9316 FILED 1425

APR 19 1993 1:35 PM

INTERSTATE COMMERCE COMMISSION
J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2818

April 14, 1993

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

3-109A034

Dear Mr. Strickland:

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 March 25, 1993. The primary document to which this is connected is recorded under Recordation No. 9316.

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

LESSOR/TRUSTEE: Citibank, N.A.
120 Wall Street
New York, NY 10043

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:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
40	Automatic Bottom Dump Hoppers	HTS	79300-79339
230	Open Top Hopper Cars	HT	350500-350729

APR 19 1 24 PM '93

Handwritten notes:
K. L. ...
C. ...

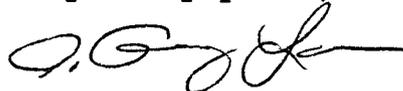
150	Bulkhead Flat Cars	FBS	114000-114149
200	CUF Box Cars	XPI	585000-585199
5	SD40-2 Diesel-Electric Locomotives	0660	3288-3292
3	GP 40-X Diesel-Electric Locomotives	0440	7000-7002

A fee of \$16.00 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 March 25, 1993, to terminate Equipment Trust Agreement with Recordation No. 9316, dated March 15, 1978, and covering 40 bottom dump hoppers numbered 79300-79339, 230 open top hopper cars numbered 350500-350729, 150 bulkhead flat cars numbered 114000-114149, 200 box cars numbered 585000-585199, 5 locomotives numbered 3288-3292, and 3 locomotives numbered 7000-7002, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

4/19/93

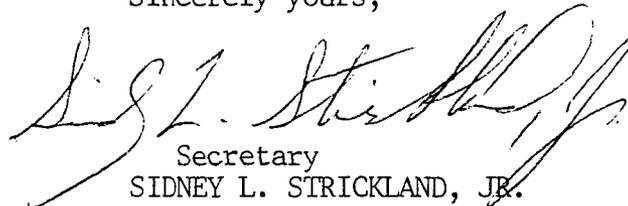
OFFICE OF THE SECRETARY

J Gary Lane
Norfolk Southern Corp.
Three Commerce 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 **4/19/93** at **1:35pm**, and assigned recordation number(s). **9316-M**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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RECORDATION NO. 9316-4M FILED 1425

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 2 of 1978

MAR 14 1993 1:35 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N. A. (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of March 15, 1978, 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. 2 of 1978 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto 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 and its subsidiary companies as their interests may appear, and its or their successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust 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 by one of its authorized officers under its corporate seal attested by one of its Senior Trust Officers, this 25th day of MARCH, 1993.

CITIBANK, N. A.

BY: 

Title:

P. DeFELICE
Vice President

ATTEST:



Senior Trust Officer

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 25th day of MARCH, 1993, before me,
a Notary Public, personally appeared P. DeFELICE,
to me personally known, who, being by me duly sworn, says he is a
VICE PRESIDENT of Citibank, N. A., 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.

Peter M. Pavlyshyn

Notary Public

My commission expires:

PETER M. PAVLYSHYN
Notary Public, State of New York
No. 41-4991297
Qualified in Queens County
Certificate Filed in New York County
Commission Expires January 27, 1994