



**NORFOLK  
SOUTHERN**

Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-9241

**Writer's Direct Dial Number**

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RECORDATION NO. 14956-R FILED

JUL 18 '01 12:17 PM

SURFACE TRANSPORTATION BOARD  
James A. Squires  
Senior General Attorney



July 5, 2001

Hand Delivery

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board five (5) 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 July 3, 2001. The primary document to which this is connected is recorded under Recordation No. 14956.

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

LESSOR/TRUSTEE: The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company)  
101 Barclay Street  
New York, NY 10286

LESSEE/GUARANTOR: Norfolk Southern Railway Company  
(formerly Southern Railway Company, the name used in the original filing)  
Three Commercial Place  
Norfolk, VA 23510

Mr. Vernon A. Williams  
July 5, 2001  
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The equipment originally 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 (inclusive)</u>
14	SD60 Diesel-Electric Locomotives General Motors Corporation (Electro-Motive Division)	GSF	<b>6629-6642</b>
15	C39-8 Diesel-Electric Locomotives General Electric Company	SOU	<b>8624-8638</b>

A recordation fee of \$28.00 will be paid by the person hand-delivering the counterparts, to whom the three extra stamped counterparts are to be returned.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of July 3, 2001, to terminate Equipment Trust Agreement with Recordation No. 14956, dated as of May 2, 1986, covering 14 diesel-electric locomotives numbered 6629-6642, and 15 diesel-electric locomotives numbered 8624-8638, both inclusive.

Sincerely,

  
James A. Squires

RECORDATION NO. 14956-B FILED

SOUTHERN RAILWAY EQUIPMENT TRUST  
No. 2 of 1986

JUL 18 '01 12-17 PM

RELEASE AND SATISFACTION AND BILL OF SALE SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that The Bank of New York (as successor to Mercantile-Safe Deposit and Trust Company) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of June 1, 1986, as -- if at all -- modified or supplemented to the date hereof (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly incorporated and doing business under the name of Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 2 of 1986 (the "Equipment Trust"), hereby certifies that all the interest on, and all the principal of, the Equipment Trust Certificates issued under said Agreement have been fully paid or payment duly provided for, and that all 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 hereby are 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, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind, whether express or implied, all the Trustee's right, title and interest in and to all the railroad equipment of every kind and character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its corporate officers under its corporate seal, this 3 day of July, 2001.

THE BANK OF NEW YORK, as Trustee

By: Thomas B. Zakrzewski  
Title:

THOMAS B. ZAKRZEWSKI  
VICE PRESIDENT

ATTEST:

[Signature]  
Title: VICE PRESIDENT

STATE OF NEW YORK )  
 )  
CITY OF NEW YORK )

On this 3 day of July, 2001, before me,  
a Notary Public, personally appeared THOMAS B. ZAKRZEWSKI,  
to me personally known, who, being by me duly sworn, says he is a  
**VICE PRESIDENT** of The Bank of New York, 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.

  
\_\_\_\_\_  
Notary Public

My commission expires:

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2002

SOUTHERN RAILWAY EQUIPMENT TRUST  
No. 2 of 1986

JUL 18 '01 .12-17 PM

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THE BANK OF NEW YORK, as Trustee

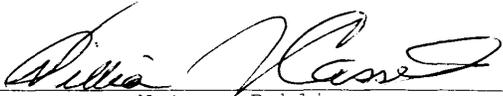
By: Thomas B. Zakrzewski  
Title: \_\_\_\_\_  
THOMAS B. ZAKRZEWSKI  
VICE PRESIDENT

ATTEST:

UcM  
Title: "VICE PRESIDENT"

STATE OF NEW YORK )  
 )  
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Directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said  
corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires:

**WILLIAM J. CASSELS**  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 18, 2002