



Norfolk Southern Corporation
Law Department
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Norfolk, Virginia 23510-9241

David A. Shelton
Assistant General Solicitor

RECORDATION NO. 15866-A FILED

Writer's Direct Dial Number

NOV 19 '03 12:12 PM

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SURFACE TRANSPORTATION BOARD

November 17, 2003

EQ000002

VIA AIRBORNE EXPRESS

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



Dear Mr. Williams:

Enclosed please find six (6) counterparts, properly executed and acknowledged, of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of October 29, 2003. The primary document to which this is connected is recorded under Recordation No. 15866.

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
November 17, 2003
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The equipment originally covered by the document is generally described as follows:

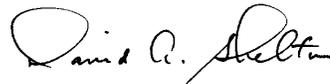
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
25	SD-60 Diesel-Electric Locomotives (General Motors Corporation)	SOU	6651-6675

A recordation fee of \$30.00 is enclosed pursuant to 49 CFR § 1002.2(f)(83). Please return the four extra counterparts and any others not needed by the Board for recordation to me at the above address.

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

Release and Satisfaction and Bill of Sale dated as of October 29, 2003, to terminate Equipment Trust Agreement with Recordation No. 15866, dated as of October 15, 1988, covering 25 General Motors SD-60 diesel-electric locomotives numbered 6651-6675, inclusive.

Sincerely,


David A. Shelton

Enclosures

RECORDATION NO. 15866-A FILED

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**SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1988**

SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION AND BILL OF SALE

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 October 15, 1988, as -- if at all -- modified or supplemented to the date hereof (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (as corporate successor to Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 1 of 1988 (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.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the Trustee, to its knowledge without independent investigation and pursuant to Section 4.5 of the Agreement, 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 this 29 day of OCTOBER, 2003.

THE BANK OF NEW YORK, as Trustee

By: Thomas B. Zakrzewski

Name: THOMAS B. ZAKRZEWSKI

Title: "VICE PRESIDENT"

