



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

J. Gary Lane  
Senior General Counsel

—  
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February 1, 2000

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

RECORDATION NO 16674-D FILED  
FEB 4 '00 3-55 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board four (4) 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 January 28, 2000. The primary document to which this is connected is recorded under Recordation No. 16674

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)  
Three Commercial Place  
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows.

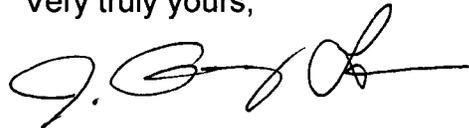
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
33	Diesel-Electric Locomotives		4609-4641
45	Diesel-Electric Locomotives		3522-3566

A recordation fee of \$26 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 January 28, 2000, to terminate Equipment Trust Agreement with Recordation No. 16674, dated December 15, 1989, covering 33 diesel-electric locomotives numbered 4609-4641 and 45 diesel-electric locomotives numbered 3522-3566, all inclusive.

Very truly yours,



J Gary Lane

jgl  
encl

RECORDATION NO. 16674-D FILED

FEB 4 '00 3-55 PM

SOUTHERN RAILWAY EQUIPMENT TRUST  
SERIES A

SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that The Bank of New York (successor trustee to Mercantile-Safe Deposit and Trust Company) (the "Trustee"), as successor trustee under an Equipment Trust Agreement dated as of December 15, 1989, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust, Series A (the "Equipment Trust"), hereby certifies that all of the principal of the 8.35% Equipment Trust Certificates and all interest payable thereon or with respect thereto have been fully paid or payment duly provided for, 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, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every 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 the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal, this 28 day of JANUARY, 2000.

THE BANK OF NEW YORK

By: Thomas B. Zakrzewski  
Title:

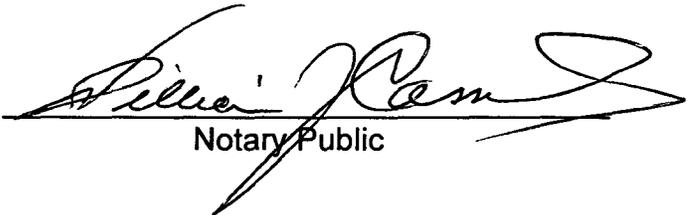
THOMAS B. ZAKRZEWSKI  
VICE PRESIDENT

ATTEST:

[Signature]  
Title: "VICE PRESIDENT"

STATE OF )  
 )  
COUNTY OF )

On this *28* day of *JANUARY*, 2000, 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, 2000