NORFOLK SOUTHERN CORPORATION
Law Department
Three Commercial Place
Norfolk, Virginia 23510

RECORDATION NO. 14770-D FILED
DEC 06 '00 3:30 PM
SURFACE TRANSPORTATION BOARD

William A. Noell, Jr.
General Solicitor - Corporate

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December 5, 2000

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 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 November 13, 2000. The primary document to which this is connected is recorded under Recordation No. 14770.

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

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)
23	SD60 Diesel-Electric Locomotives General Motors Corporation (Electro-Motive Division)		**6581-6602**
179	100-ton, 7,526 cu. ft. capacity Woodchip Gondola Cars Greenville Steel Car Company		**139495-139673**

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 as of November 13, 2000, to terminate Equipment Trust Agreement with Recordation No. 14770, dated as of September 15, 1985, covering 23 diesel-electric locomotives numbered 6581-6602, and 179 woodchip gondola cars numbered 139495-139673, both sets of numbers inclusive.

Sincerely yours,

William A. Noell Jr.

RECORDATION NO. 14770-D FILED

DEC 06 '00 3-32 PM

SURFACE TRANSPORTATION BOARD

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 2 of 1985

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 September 15, 1985, 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 1985 (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 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 13 day of November, 2000.

THE BANK OF NEW YORK, as Trustee

By: Thomas B. Zabrowski
Title: Vice President

ATTEST:

Title: VICE PRESIDENT

Acknowledgment

STATE OF NEW YORK)
)
CITY OF NEW YORK)

On this 13 day of November, 2000, before me, a Notary Public, personally appeared Thomas 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