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April 29, 2002

BY HAND

Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423
ATTN: Mr. Tim Cambridge

RECORDATION NO. **15182-A** FILED

APR 30 2002

12:42 PM

SURFACE TRANSPORTATION BOARD



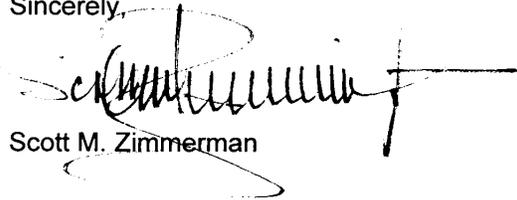
**Re: Release and Satisfaction and Bill of Sale dated as of April 16, 2002,
to terminate Equipment Trust Agreement with Recordation No.
15182, dated as of April 1, 1987, covering 25 General Electric C39-8
diesel-electric locomotives numbered 8664-8688, inclusive.**

Dear Mr. Cambridge:

Under cover of a transmittal letter dated April 24, 2002, Norfolk Southern Railway Company recently submitted for recordation six counterparts of the document described above. A copy of the cover letter is attached for your convenience. A recordation fee of \$28 accompanied the submission.

With respect to this recordation, enclosed is a check for \$2 in recognition of the recently-effective increase in the Board's recordation fee from \$28 to \$30.

Sincerely,


Scott M. Zimmerman

Enclosures

David A. Shelton
Assistant General Attorney

(757) 629-2834
(757) 533-4872 (fax)
E-mail: David.Shelton@nscorp.com

April 24, 2002
EQ84-78

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 April 16, 2002. The primary document to which this is connected is recorded under Recordation No. 15182.

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
April 24, 2002
Page 2

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	C39-8 Diesel-Electric Locomotives (General Electric Company)	SOU	8664-8688

A recordation fee of \$28.00 is enclosed. 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 April 16, 2002, to terminate Equipment Trust Agreement with Recordation No. 15182, dated as of April 1, 1987, covering 25 General Electric C39-8 diesel-electric locomotives numbered 8664-8688, inclusive.

Sincerely,

David A. Shelton

Enclosures



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

—
Writer's Direct Dial Number

(757) 629-2834
(757) 533-4872 (fax)
E-mail: David.Shelton@nscorp.com

15182-A

David A. Shelton
Assistant General Attorney



April 24, 2002
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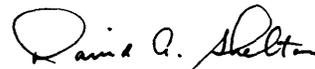
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Sincerely,


David A. Shelton

Enclosures

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 1 of 1987

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 April 1, 1987, 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. 1 of 1987 (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 16 day of April, 2002.

THE BANK OF NEW YORK, as Trustee

By: *Thomas P. Zaborowski*

Title: **VICE PRESIDENT**

ATTEST:

[Signature]

Title: **VICE PRESIDENT**

RECORDATION NO. **15182-A** FILED

APR 20 2002

SURFACE TO AIR

STATE OF NEW YORK)
)
CITY OF NEW YORK)

On this 16 day of April, 2002, 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