

RECORDATION NO. 23204-TTTTTTTT FILED

SEP 05 '03 1-22 PM

SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 5, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated August 29, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 44) which is being filed with the Board under Recordation Number 23204-UUUUUUU.

The name and address of the party to the enclosed document are:

Seller: Norfolk Southern Railway  
Company  
3 Commercial Place  
Norfolk, VA 23510

[Buyer: Manufacturers and Traders  
Trust Company  
(successor to Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21201]

A description of the railroad equipment covered by the enclosed document is:

1 locomotive NS 5577

Mr. Vernon A. Williams  
September 5, 2003  
Page Two

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

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures



IN WITNESS WHEREOF, SELLER has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 29 day of August, 2003.

NORFOLK SOUTHERN RAILWAY  
COMPANY

By: William J. Romig

Name: William J. Romig

Title: Vice President & Treasurer

STATE OF VIRGINIA     )  
                                  ) ss:  
CITY OF NORFOLK     )

The foregoing Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Norfolk on the 27 day of August, 2003 by WILLIAM J. ROMIG, as VICE PRESIDENT & TREASURER of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Sandra J. Gorby  
Notary Public

My commission expires: 3-31-06

[Notarial Seal]

Schedule 1

<b>Manufacturer</b>	<b>Model</b>	<b>Type</b>	<b>Pre-Redurbishment Road No.</b>	<b>Serial No.</b>	<b>Post-Refurbishment Road No.</b>
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2809	7240-57	NS 5577