RECORDATION NO. 23204-DDDDDDDD FILED
NOV 07 '03 3-34 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 7, 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 October 31, 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. 47) which is being filed with the Board under Recordation Number 23204-DDDDDDDD.

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 5580

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

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SURFACE TRANSPORTATION BOARD

Bill Of Sale
From
Norfolk Southern Railway Company

(Locomotive(s): NS 5580)

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (herein called the "Seller"), for and in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, grant transfer and deliver unto MANUFACTURERS AND TRADERS TRUST COMPANY (as successor to Allfirst Bank), a New York bank, (herein called the "Buyer"), its successors and assigns, all right, title and interest of Seller in and to the personal property listed and described below, and if any additional page is annexed hereto as Schedule 1, listed and described in said Schedule 1:

One (1) Locomotives described in Schedule 1 hereto, together with all parts and accessories attached thereto (all such personal property, parts and accessories being herein collectively called the "Equipment").

TO HAVE AND TO HOLD forever.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that, SELLER warrants to BUYER, its successors and assigns that SELLER is the lawful owner of the Equipment and has full legal title to the Equipment free of all liens, claims, encumbrances, mortgages, pledges, security interests, leases, dispositions of title or other charges or claims of right of others of any kind (in each case, a "Lien") other than Liens arising by or through Buyer, and covenants and agrees that SELLER will defend such title to the Equipment against the demands of all persons whomsoever.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, SELLER has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 31st day of October, 2003.

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____

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 31st day of October, 2003 by WILLIAM J. ROMIG, as VICE PRESIDENT & TREASURER of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

_____
Notary Public

My commission expires: MARCH 31, 2007

[Notarial Seal]

Schedule 1

Manufacturer	Model	Type	Pre-Redurbishment Road No.	Serial No.	Post-Refurbishment Road No.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2725	7189-9	NS 5580