



**NORFOLK
SOUTHERN**

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

David A. Shelton
Assistant General Solicitor

Writer's Direct Dial Number

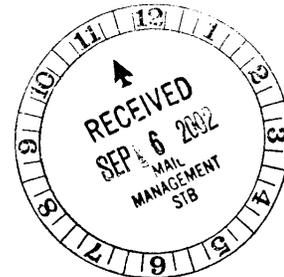
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September 5, 2002
EQ84-78

VIA AIRBORNE EXPRESS

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

RECORDED 7110-E FILED
SEP 06 '02 1:49 PM
SURFACE TRANSPORTATION BOARD



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 August 28, 2002. The primary document to which this is connected is recorded under Recordation No. 7110.

The names and addresses of the parties to the secondary document are as follows:

Lessor/Trustee: JPMorgan Chase Bank (successor to Morgan Guaranty Trust Company)
270 Park Avenue
New York, NY 10017

Lessee/Guarantor: Norfolk Southern Railway Company
(formerly Southern Railway Company, the name used in the original filing)
Three Commercial Place
Norfolk, VA 23510

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September 5, 2002
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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>
24	SD 40 Diesel-Electric Locomotives	SOU	3217-3240
17	GP 38-2 Diesel-Electric Locomotives	SOU	5059-5075
145	100-ton Hopper Cars	SOU	79800-79944
1	3500 HP Diesel-Electric Locomotive	C-C	6506
1	100-ton Hopper Car	HT	360379
12	70-ton Gondola Cars	SOU	66330-66341

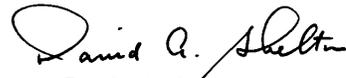
A recordation fee of \$30.00 is enclosed pursuant to 49 CFR § 1002.2(f)(83). Please return the four extra counterparts and any others not needed by the Board for recordation to me at the above address.

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

Release and Satisfaction and Bill of Sale dated as of August 28, 2002, to terminate Equipment Trust Agreement with Recordation No. 7110, dated as of July 1, 1973, covering 24 SD 40 diesel-electric locomotives numbered 3217-3240, inclusive; 17 GP 38-2 diesel-electric locomotives numbered 5059-5075, inclusive; 145 100-ton hopper cars numbered 79800-79944, inclusive; 1 3500 HP diesel-electric locomotive numbered 6505; 1 100-ton hopper car numbered 360379; and 12 70-ton gondola cars numbered 66330-66341, inclusive.

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Sincerely,


David A. Shelton

Enclosures

**SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1973**

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that JPMorgan Chase Bank (as successor to Morgan Guaranty Trust Company) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of July 1, 1973, 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. 3 of 1973 (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 28 day of August, 2002.

JPMorgan Chase Bank, as Trustee

By: _____

Title: _____

ATTEST:

John P. Farrell
Title: Vice President

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SURFACE TRANSPORTATION BOARD

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)
)
CITY OF NEW YORK)

On this 28 day of August, 2002, before me, a Notary Public, personally appeared VITO PANZARINO, to me personally known, who, being by me duly sworn, says he is a ASSOCIATE of JPMorgan Chase Bank, 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:

Janet P. O'Hara
Notary Public State of New York
No. 010H5087549
Qualified in Queens County
Commission Expires Nov 3, 2005