

**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
One Commercial Place
Norfolk, Virginia 23510
804 629-2600

John S. Shannon
Executive Vice President — Law
Donald M. Tolmie
Vice President and General Counsel
James C. Bishop, Jr.
Senior General Solicitor
William P. Stallsmith, Jr.
William C. Wooldridge
Senior General Attorneys
A. Gayle Jordan
General Attorney

Joseph C. Dimino
J. Gary Lane
William A. Noell, Jr.
Assistant General Solicitors
Mark D. Perreault
Solicitor

RECORDATION NO. 6233-E Filed 1425

AUG 27 1984 - 10 21 AM

INTERSTATE COMMERCE COMMISSION Norfolk, Virginia - August 22, 1984

Hon. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No. 4-241A060
AUG 27 1984
Date _____
20.00
ICC Washington, D.C.

100-1-100-100
AUG 21 10 13 AM '84

Dear Mr. Bayne:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Termination, a secondary document, dated as of August 21, 1984. The primary document to which this is connected is recorded under Recordation No. 6233.

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

LESSOR: Waverly Leasing Corporation
Three Radnor Corporate Center
Radnor, Pennsylvania 19087

LESSEE: Norfolk and Western Railway Company
(as successor to Illinois Terminal
Railroad Company)
8 North Jefferson Street
Roanoke, Virginia 24042

The equipment covered by the document is generally described as follows:

Handwritten: County of...
Handwritten: James H. Bayne

Interstate Commerce Commission
Washington, D.C. 20423

8/27/84

OFFICE OF THE SECRETARY

J, Gary Lane
Assist.General Solicitor
Norfolk Southern Corp.
One Commercial Place
Norfolk, Virginia 23510

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/27/84 at and assigned re-
recording number(s). 6233-E Released *6233-F released*

Sincerely yours,

James H. Bayne
Secretary

Enclosure(s)

RELEASE AND TERMINATION

RECORDATION NO. 6233-E
FILED 1425

AUG 27 1984 10 25 AM

KNOW ALL MEN BY THESE PRESENTS, that INTERSTATE COMMERCE COMMISSION

WHEREAS, pursuant to a Railroad Equipment Lease Agreement dated as of June 25, 1971 (the "Lease"), between Waverly Leasing Corporation (the "Lessor"), and Norfolk and Western Railway Company (as successor lessee to Illinois Terminal Railroad Company pursuant to an Assignment and Assumption Agreement dated as of September 1, 1981) (the "Railroad"), the Railroad acquired from the Lessor the possession and use of the railroad equipment covered by the Lease (the "Equipment");

WHEREAS, pursuant to a Conditional Sale Agreement dated as of June 25, 1971 (the "Conditional Sale Agreement"), between Southern Iron & Equipment Company ("Southern Iron") and the Lessor, Southern Iron agreed to sell and the Lessor agreed to purchase the Equipment upon the terms and conditions specified therein;

WHEREAS, pursuant to an Agreement and Assignment dated as of June 25, 1971 (the "Assignment"), Southern Iron assigned all its right, title and interest in and to the Equipment and the Conditional Sale Agreement to The Western Saving Fund Society of Philadelphia (the "Secured Party");

WHEREAS, pursuant to a Collateral Assignment of Lease and Agreement dated as of June 25, 1971 (the "Collateral Assignment"), between the Lessor and the Secured Party, the Lessor assigned all of its rights under the Lease, as security for the payment of its obligations under the Conditional Sale Agreement, to the Secured Party;

WHEREAS, the Lease, the Collateral Assignment, the Conditional Sale Agreement and the Assignment, were filed and recorded on July 13, 1971 with the Interstate Commerce Commission and assigned Recordation Numbers 6233, 6233-A, 6233-B and 6233-C, respectively;

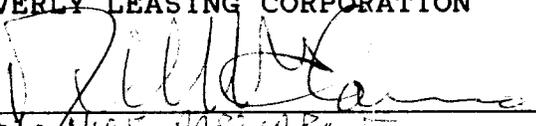
WHEREAS, the Lessor has caused the indebtedness in respect of the Conditional Sale Agreement to be paid in full, and the Conditional Sale Agreement and the Collateral Assignment have been released, terminated and discharged of record; and

WHEREAS, pursuant to a Bill of Sale of even date herewith, the Lessor shall sell and convey to the Railroad all of the right, title and interest of the Lessor in and to the Equipment subject to the Lease and described in said Bill of Sale.

NOW, THEREFORE, in consideration of \$1.00 and other valuable consideration, the receipt of which is hereby acknowledged, the Lessor acknowledges and declares the Lease to be satisfied and canceled and does consent that the same be terminated and released of record, and hereby relinquishes unto the Railroad all the Lessor's right, title and interest in and to the Equipment; provided, however, that the Railroad shall not be released from its obligations under the provisions of the Lease to indemnify the Lessor against claims arising from facts or circumstances existing and events that occurred prior to the date hereof.

IN WITNESS WHEREOF, the Lessor has caused this instrument to be executed in its name by its duly authorized representative as of the 21st day of August, 1984.

WAVERLY LEASING CORPORATION

By 
Title VICE PRESIDENT

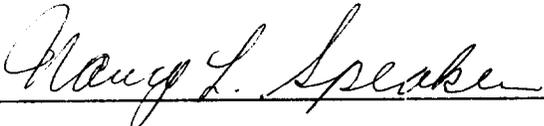
ATTEST:


Secretary

CORPORATE FORM OF ACKNOWLEDGMENT

Commonwealth of Pennsylvania)
County of Delaware) ss:

On this 14th day of August, 1984, before me personally appeared Richard E. Caruso, to me personally known, who being by me duly sworn, says that he is a Vice President of Waverly Leasing Corporation, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said entity 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 entity.



Notary Public

(SEAL)

My commission expires:

NANCY L. SPEAKER, Notary Public
Radnor Twp., Delaware Co.
My Commission Expires June 4, 1987

**NORFOLK
SOUTHERN**

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INTERSTATE COMMERCE COMMISSION Norfolk, Virginia - August 22, 1984

Hon. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No. 4-241A060
AUG 27 1984
Date _____
Re: 20.07
ICC Washington, D.C.

100-1-100-100
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FILED

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Radnor, Pennsylvania 19087

LESSEE: Norfolk and Western Railway Company
(as successor to Illinois Terminal
Railroad Company)
8 North Jefferson Street
Roanoke, Virginia 24042

The equipment covered by the document is generally described as follows:

Chambers
Perreault
James H. Bayne

Interstate Commerce Commission
Washington, D.C. 20423

8/27/84

OFFICE OF THE SECRETARY

J, Gary Lane
Assist.General Solicitor
Norfolk Southern Corp.
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James H. Bayne
Secretary

Enclosure(s)

RELEASE AND TERMINATION

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AUG 27 1984 10 25 AM

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WHEREAS, the Lease, the Collateral Assignment, the Conditional Sale Agreement and the Assignment, were filed and recorded on July 13, 1971 with the Interstate Commerce Commission and assigned Recordation Numbers 6233, 6233-A, 6233-B and 6233-C, respectively;

WHEREAS, the Lessor has caused the indebtedness in respect of the Conditional Sale Agreement to be paid in full, and the Conditional Sale Agreement and the Collateral Assignment have been released, terminated and discharged of record; and

WHEREAS, pursuant to a Bill of Sale of even date herewith, the Lessor shall sell and convey to the Railroad all of the right, title and interest of the Lessor in and to the Equipment subject to the Lease and described in said Bill of Sale.

NOW, THEREFORE, in consideration of \$1.00 and other valuable consideration, the receipt of which is hereby acknowledged, the Lessor acknowledges and declares the Lease to be satisfied and canceled and does consent that the same be terminated and released of record, and hereby relinquishes unto the Railroad all the Lessor's right, title and interest in and to the Equipment; provided, however, that the Railroad shall not be released from its obligations under the provisions of the Lease to indemnify the Lessor against claims arising from facts or circumstances existing and events that occurred prior to the date hereof.

IN WITNESS WHEREOF, the Lessor has caused this instrument to be executed in its name by its duly authorized representative as of the 21st day of August, 1984.

WAVERLY LEASING CORPORATION

By [Signature]
Title VICE PRESIDENT

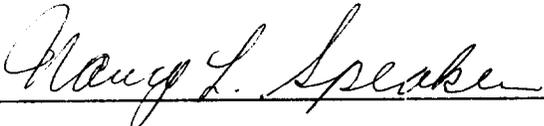
ATTEST:

[Signature]
Secretary

CORPORATE FORM OF ACKNOWLEDGMENT

Commonwealth of Pennsylvania)
County of Delaware) ss:

On this 14th day of August, 1984, before me personally appeared Richard E. Caruso, to me personally known, who being by me duly sworn, says that he is a Vice President of Waverly Leasing Corporation, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said entity 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 entity.



Notary Public

(SEAL)

My commission expires:

NANCY L. SPEAKER, Notary Public
Radnor Twp., Delaware Co.
My Commission Expires June 4, 1987