



Norfolk Southern Corporation
 Law Department
 Three Commercial Place
 Norfolk, Virginia 23510-2191

J. Gary Lane
 General Solicitor

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RECORDATION NO. 10292-13
 FILED 1426
 MAY 13 1994 3 15 PM
 INTERSTATE COMMERCE COMMISSION

REC'D
 MAY 13 3 07 PM '94

Mr. Sidney L. Strickland, Jr.
 Secretary
 Interstate Commerce Commission
 12th and Constitution Avenue, N.W.
 Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of April 26, 1994. The primary document to which this is connected is recorded under Recordation No. 10292.

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

ASSIGNEE OF VENDOR: United States Trust Company of New York
 114 W. 47th Street
 New York, New York 10036

VENDEE: Norfolk Southern Railway Company
 (formerly Southern Railway Company)
 Three Commercial Place
 Norfolk, VA 23510

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>Railroad's Road Numbers (both inclusive)</u> |
|------------------------|----------------------------|-------------------|---|
| 100 | 70-ton Flat Cars | FA | 50300-50399 |

A fee of \$18.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation

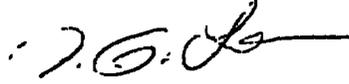
Handwritten signature: Sarah [unclear]

data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

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

Release and Satisfaction and Bill of Sale dated April 26, 1994, to terminate Conditional Sale Agreement and Assignment and Agreement with Recordation No. 10292, dated April 1, 1979, and originally covering 100 flat cars numbered 50300-50399, inclusive.

Very truly yours,



J. Gary Lane

jgl

Enclosures

SOUTHERN RAILWAY COMPANY

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979

RECORDATION NO. 10292-15
MAY 13 1994 - 3 10 PM
FILED 1994
INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that UNITED STATES TRUST COMPANY OF NEW YORK (the "Assignee"), Assignee under an Agreement and Assignment dated as of April 1, 1979, from Portec, Inc. (the "Seller") to the Assignee of all of the right, title and interest of the Seller in and to certain railroad equipment under a Conditional Sale Agreement dated as of April 1, 1979, as amended (the "Conditional Sale Agreement"), between the Seller and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Buyer"), covering said railroad equipment, hereby certifies that the Assignee has been paid the full indebtedness in respect of the purchase price of the railroad equipment, together with interest and all other payments as provided in the Conditional Sale Agreement, and that all the Buyer's obligations contained in the Conditional Sale 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 are hereby acknowledged, the Assignee hereby declares the Conditional Sale 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 Buyer, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Assignee's right, title and interest in and to the railroad equipment of every character described in the Conditional Sale Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Buyer.

IN WITNESS WHEREOF, the Assignee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal, duly attested, this 26 day of April, 1994.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Assignee

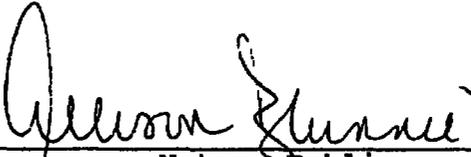
By: [Signature]
Title: ASST. VICE PRESIDENT

ATTEST:

[Signature]
Assistant Vice President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 26th day of April, 1994, before me, a Notary Public, personally appeared Stephen J. Girolando, to me personally known, who, being by me duly sworn, says he is a Assistant Vice President of United States Trust Company 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:
ALLISON BLUNNIE
Notary Public, State of New York
No 41-5007490
Qualified in Queens County
Commission Expires February 1, 1995

Interstate Commerce Commission
Washington, D.C. 20423

5/13/94

OFFICE OF THE SECRETARY

J. Gary Lane

General Solicitor

Norfolk Southern Corporation

Three Commercial Place

Norfolk, VA. 23510-2191

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 5/13/94 at 3:15pm, and assigned
recording number(s). 10292-B

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)