



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

RECORDATION NO. 16673-B FILED

MAR 25 '05

2-35 AM

SURFACE TRANSPORTATION BOARD

David A. Shelton
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March 24, 2005

EQ000002

VIA AIRBORNE EXPRESS

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

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, a secondary document, dated as of March 22, 2005. The primary document to which this is connected is recorded under Recordation No. 16673.

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

Lessor/Trustee: The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company)
101 Barclay Street
New York, NY 10286

Lessee/Guarantor: Norfolk Southern Railway Company
(corporate successor to Norfolk and Western Railway Company, the name used in the original filing)
Three Commercial Place
Norfolk, VA 23510

Mr. Vernon A. Williams
March 24, 2005
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The equipment originally covered by the document is generally described as follows:

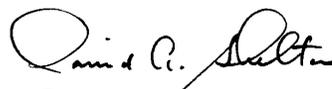
| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Road Numbers (inclusive)</u> |
|------------------------|---|-------------------|---------------------------------|
| 1000 | 100-Ton Open-Top Hopper Cars (Trinity Industries, Inc.) | NW | 145450-146449 |
| 100 | 100-Ton Woodchip Gondola Cars (Trinity Industries, Inc.) | NW | 196000-196099 |
| 40 | 100-Ton Covered Coil Steel Cars (Thrall Car Mfg. Co.) | NS | 167000-167039 |

A recordation fee of \$32.00 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 dated as of March 22, 2005, to terminate Equipment Trust Agreement with Recordation No. 16673, dated as of February 1, 1990, covering 1000 open-top hopper cars numbered 145450-146449, inclusive; 100 woodchip gondola cars numbered 196000-196099, inclusive; and 40 covered coil steel cars numbered 167000-167039, inclusive.

Sincerely,



David A. Shelton

Enclosures

RECORDATION NO. 16673-B FILED

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NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
Series No. 21

SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION

KNOW ALL MEN BY THESE PRESENTS, that The Bank of New York (as successor to Mercantile-Safe Deposit and Trust Company) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of February 1, 1990, as -- if at all -- modified or supplemented to the date hereof (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (as corporate successor to Norfolk and Western Railway Company) (the "Railroad"), establishing Norfolk and Western Railway Equipment Trust, Series No. 21 (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.

WHEREFORE, the Trustee, pursuant to Section 4.5 of the Agreement, 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 this 22 day of March, 2005.

THE BANK OF NEW YORK, as Trustee

By: _____

Name: _____

JOSEPH A. LLORET
ASSISTANT TREASURER

Title: _____

STATE OF NEW YORK)
)
CITY OF NEW YORK)

On this 22 day of March, 2005, before me, a Notary Public,
personally appeared Joseph A. Loret, to me personally known, who, being by me duly
sworn, says he is an Assistant Treasurer of The Bank 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:

WILLIAM J. CATELS
Notary Public, State of New York
No. 01645027729
Qualified in Bronx County
Exp. 12/31/2006