

RELEASE, SATISFACTION AND DISCHARGE

THIS RELEASE, SATISFACTION AND DISCHARGE, made and given as of this 1st day of July, 1994, by CHEMICAL BANK (successor by merger to Manufacturers Hanover Trust Company), 450 W. 33rd Street, New York, New York 10001, as Trustee (the "Trustee"), mortgagee under the First Consolidated Mortgage Deed of Southern Railway Company dated October 2, 1894, which mortgage has been amended and supplemented pursuant to the supplemental indentures identified on Exhibit A attached hereto (said First Consolidated Mortgage Deed, as amended and supplemented, being herein referred to as the "Mortgage").

W I T N E S S E T H:

THAT WHEREAS, SOUTHERN RAILWAY COMPANY, as mortgagor, made, executed and delivered to Central Trust Company of New York (now Chemical Bank), as trustee, the Mortgage to secure the payment of the principal of and interest on bonds issued or to be issued thereunder; and

WHEREAS, Southern Railway Company, as mortgagor, from time to time issued bonds under the Mortgage (collectively, the "Bonds"); and

WHEREAS, effective December 31, 1990, Southern Railway Company changed its corporate name to NORFOLK SOUTHERN RAILWAY COMPANY (hereinafter referred to as "Railway"); and

WHEREAS, provision for the payment of all the Bonds and coupons issued under the Mortgage has been made, the Railway has fully complied with and performed the terms and conditions of the Mortgage, and the Railway has requested that the Trustee execute this Release, Satisfaction and Discharge.

NOW, THEREFORE, in consideration of the premises, the Trustee hereby certifies that the debt secured by the Mortgage has been fully paid or otherwise discharged in accordance with the Mortgage, and acknowledges the full satisfaction of the Bonds in accordance with their terms and the provisions of the Mortgage; the Trustee declares and agrees that the Mortgage is and shall be cancelled, terminated and released; and

The Trustee hereby grants, remises, releases, quitclaims and sets over unto the Railway, its successors and assigns, without warranty or guaranty, all of the Trustee's right, title and interest under the Mortgage and all supplemental indentures thereto in and to the lines of railroad, franchises, rights, privileges, leases, rights and properties subject to the lien of the Mortgage, together with all privileges and appurtenances thereto appertaining, to have and to hold to the Railway, its successors and assigns, to their own use, forever discharged of any lien or claim arising under the Mortgage or any supplemental indenture thereto, and the Trustee hereby releases to the

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Railway, its successors and assigns, all moneys, all securities and all personal and other property which may be held by the Trustee pursuant to the terms of the Mortgage, it being understood that except as aforesaid the Trustee makes no covenants of title, representations or warranties with respect to any other liens or with respect to other matters relating to such property.

AND, the Trustee hereby authorizes the recording of this Release, Satisfaction and Discharge in all offices in which the Mortgage and each Supplemental Indenture were recorded, and further authorizes that such Release, Satisfaction and Discharge be noted on the margin of the Mortgage and each Supplemental Indenture where it appears on record in the Mortgage Books and records of Deeds of Trust and other records of the counties and cities in which the same were recorded.

The previously recorded documents which are released by this instrument are as listed on Exhibit B, which is attached hereto and made a part hereof.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed in multiple counterparts, each of which is to be taken and considered as an original, by one of its Vice Presidents and under its corporate seal, attested by its Trust Officer, as of the day and year first above written.

CHEMICAL BANK, as Trustee

By


W.B. Dodge
Vice President

ATTEST:


DANIEL J. MAHONEY
Trust Officer

Signed, Sealed and Delivered
In the Presence of:


WANDA EILAND
Witness


BRUCE ZYDEL
Witness

STATE OF NEW YORK)
)
 CITY OF NEW YORK)

BEFORE ME, a Notary Public in and for said State, personally appeared W.B. Dodge, Vice President, and DANIEL J. MAHONEY, Trust Officer, of CHEMICAL BANK, the corporation which executed the foregoing instrument, who acknowledged that the seal affixed to said instrument is the corporate seal of said corporation; that they did sign and seal said instrument as such Vice President and Trust Officer, respectively, on behalf of said corporation; and that said instrument is their free act and deed as such officers and the free and corporate act and deed of CHEMICAL BANK.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at New York, New York, this 1st day of JULY, 1994.


 Notary Public

My commission expires:

EMILY FAYAN
 Notary Public, State of New York
 No. [REDACTED]
 Qualified in Kings County
 Certificate Filed in New York County
 Commission Expires December 31, 1995

This instrument prepared by:

J. Gary Lane
 Attorney at Law
 Three Commercial Place
 Norfolk, Virginia 23510

**FIRST CONSOLIDATED MORTGAGE DEED
OF SOUTHERN RAILWAY COMPANY
DATED OCTOBER 2, 1894**

SUPPLEMENTAL INDENTURES

1. Indenture dated August 27, 1895, between Southern Railway Company and Central Trust Company of New York
2. Indenture dated August 25, 1896, between Southern Railway Company and Central Trust Company of New York
3. Indenture dated November 5, 1896, between Southern Railway Company and Central Trust Company of New York
4. Indenture dated December 30, 1896, between Southern Railway Company and Central Trust Company of New York
5. Indenture (Assignment of Lease of North Carolina Railroad) dated August 12, 1897, between Southern Railway Company and Central Trust Company of New York
6. Indenture (Fifth Supplement) dated August 14, 1901, between Southern Railway Company and Central Trust Company of New York
7. Indenture (Sixth Supplement) dated May 15, 1902, between Southern Railway Company and Central Trust Company of New York
8. Indenture (Seventh Supplement) dated May 21, 1902, between Southern Railway Company and Central Trust Company of New York
9. Indenture (Eighth Supplement) dated May 15, 1903, between Southern Railway Company and Central Trust Company of New York
10. Indenture (Ninth Supplement) dated December 31, 1903, between Southern Railway Company and Central Trust Company of New York
11. Indenture (Tenth Supplement) dated May 20, 1905, between Southern Railway Company and Central Trust Company of New York
12. Indenture dated August 1, 1905, between Southern Railway Company and Central Trust Company of New York
13. Indenture dated April 30, 1907, between Southern Railway Company and Central Trust Company of New York
14. Indenture dated March 20, 1908, between Southern Railway Company and Central Trust Company of New York

15. Indenture dated April 26, 1909, between Southern Railway Company and Central Trust Company of New York
16. Indenture dated November 28, 1911, between Southern Railway Company and Central Trust Company of New York
17. Indenture dated December 15, 1911, between Southern Railway Company and Central Trust Company of New York
18. Indenture dated May 11, 1912, between Southern Railway Company and Central Trust Company of New York
19. Indenture dated January 17, 1916, between Southern Railway Company and Central Trust Company of New York
20. Indenture dated June 10, 1916, between Southern Railway Company and Central Trust Company of New York
21. Indenture dated April 7, 1917, between Southern Railway Company and Central Trust Company of New York
22. Indenture dated August 6, 1917, between Southern Railway Company and Central Trust Company of New York
23. Indenture dated September 13, 1924, between Southern Railway Company and Central Union Trust Company of New York
24. Indenture dated December 15, 1944, between Southern Railway Company, Central Hanover Bank and Trust Company, and Guaranty Trust Company of New York
25. Indenture dated September 21, 1946, between Southern Railway Company, Central Hanover Bank and Trust Company, and Guaranty Trust Company of New York
26. Indenture dated December 31, 1949, between Southern Railway Company, Central Hanover Bank and Trust Company, and Guaranty Trust Company of New York
27. Indenture dated September 13, 1962, between Southern Railway Company and Manufacturers Hanover Trust Company
28. Indenture dated November 6, 1970, between Southern Railway Company and Manufacturers Hanover Trust Company
29. Supplemental Indenture dated December 31, 1981, between Southern Railway Company and Manufacturers Hanover Trust Company

EXHIBIT B

FIRST CONSOLIDATED MORTGAGE DEED
OF SOUTHERN RAILWAY COMPANY
DATED OCTOBER 2, 1894

Prior Recordation Data

Shelby County, Alabama

<u>Instrument</u>	<u>Date Filed</u>	<u>Recordation Data</u>	
		<u>Volume</u>	<u>Page</u>
First Consolidated Mortgage dated 10/2/1894	10/26/1894	Vol. 36 of Mortgages	308

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