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THIS INDENTURE, made as of the 8th day of December

A.D., 1982, by and between THE BOATMEN'S NATIONAL BANK OF ST. LOUIS (hereinafter sometimes termed the "Corporate Trustee"), a corporation organized and existing under the laws of the United States of America and having its principal office and place of business in the City of St. Louis, State of Missouri, and HUGH S. HAUCK (hereinafter sometimes termed the "Individual Trustee"), parties of the first part, the Corporate Trustee and the Individual Trustee being sometimes hereinafter termed the "Trustees," and NORFOLK AND WESTERN RAILWAY COMPANY, a corporation organized and existing under the laws of the State of Virginia (hereinafter sometimes termed "Norfolk"), party of the second part;

ST. LOUIS, MO.
PORTER COUNTY
FILED FOR RECORD

WITNESSETH, That

WHEREAS, said The Boatmen's National Bank of St. Louis and Tom K. Smith were the original Trustees under a certain trust indenture executed by Wabash Railroad Company, dated as of January 1, 1941, and known as the General Mortgage of Wabash Railroad Company and recorded in the Office of the Recorder of Deeds of the County of Lake, State of Indiana, in Book 572, Page 317, and the County of Porter, State of Indiana, in Book 79, Page 251, to secure the payment of certain bonds therein described, the said Hugh S. Hauck having been appointed on the 24th day of September, 1964, successor Individual Trustee to succeed said Tom K. Smith under and pursuant to the provisions of said General Mortgage; and

JAN 5 1982
LOUIS C. KASPERIAN
RECORDER

WHEREAS, it is provided in Section 14.03 of Article XIV of said General Mortgage, among other things, that Wabash Railroad Company may, from time to time, subject to the other provisions, conditions, and limitations in said Article XIV set forth, for such consideration as therein specified, by way of sale or exchange for other property, dispose of, and that the Trustees, upon compliance by Wabash Railroad Company with the requirements of Section 14.06 of said Mortgage, shall release from the lien of said Indenture any real estate or other property of the type specified in Section 14.03(b) of said General Mortgage (except cash or Pledged Stocks or Obligations) and any other rights or interests in property, including air rights, which in the judgment of the Board of Directors of said Railroad Company, determined by

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INDIANA
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RECORDER

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resolution, it shall no longer be necessary or expedient for said Railroad Company to retain for the operation, maintenance, or use of the lines of railroad then directly or indirectly subject to said Indenture or for use in the business of said Railroad Company; and

WHEREAS, it is provided in Section 14.06 of Article XIV of said General Mortgage that whenever requesting the release of property by the Trustees pursuant to said Section 14.03 said Wabash Railroad Company shall deliver to the Corporate Trustee, and that the Trustees shall not release such property until the Corporate Trustee has received, in addition to an Application, a Resolution, an Officers' Certificate, an Engineer's Certificate, and an Independent Engineer's Certificate (if the value of all the property requested in the Application to be released exceeds \$100,000), and an Opinion of Counsel, stating the matters and things specified in said Section 14.06; and

WHEREAS, under the provisions of the Seventeenth Supplemental Indenture to said Mortgage dated as of October 16, 1964, among Norfolk and Western Railway Company, Wabash Railroad Company, and the Trustees it is provided that Norfolk shall have and possess and may exercise, subject to the terms and conditions of said Mortgage and any Supplemental Indenture, each and every power, authority, and right in said Mortgage or any Supplemental Indenture reserved to or conferred upon Wabash Railroad Company, including, without limiting the generality of the foregoing, the powers, authority, and rights of Wabash Railroad Company under Article XIV of said Mortgage with regard to the sale or exchange of property and the release thereof from the lien of said Mortgage; and

WHEREAS, Norfolk has represented to the Trustees that pursuant to Section 14.03 of Article XIV of said General Mortgage it has agreed to sell certain property located in the Counties of Lake and Porter, State of Indiana, hereinafter more particularly described, for a cash consideration of \$436,398.50; and

WHEREAS, Norfolk, in order to clear the title of the aforementioned property, has requested the Trustees to execute and deliver a release thereof from the lien of said General Mortgage and to that end has delivered to the Corporate Trustee an Application, Resolution, Officers' Certificate, Engineer's

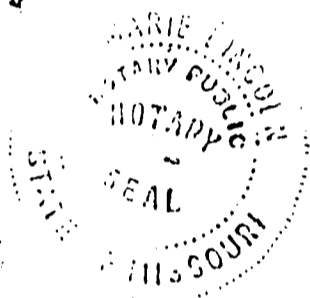
of Directors; that they signed their names thereto by like order and authority;
that the name of said corporation was subscribed to said instrument by

Calvin C. Cole, a Vice President thereof, and that the said corporation executed the said instrument freely and voluntarily and for the uses, considerations, and purposes therein contained, mentioned, specified, expressed, and set forth; and said Calvin C. Cole and G. Rolland Hyle acknowledged said instrument to be the free and voluntary act and deed of said corporation.

And I further certify that the foregoing instrument was executed and acknowledged according to and in conformity with the laws of the State of Missouri.

Given under, and in witness and faith whereof I have hereunto set, my hand and official seal the day and year first above written.

My term and commission as notary public will expire: October 16, 1986



Joy Marie Lincoln
Notary Public

JOY MARIE LINCOLN
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1986

STATE OF MISSOURI)
) SS:
CITY OF ST. LOUIS)

On this 8th day of December, 1982, before me came Calvin C. Cole, to me known, who being by me duly sworn, did depose and say that he resides in Ballwin, Mo.; that he is a Vice President of The Boatmen's National Bank of St. Louis, the corporation who executed the foregoing instrument as attorney-in-fact for Hugh S. Hauck, the person described in the foregoing instrument; that deponent knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Joy Marie Lincoln

Notary Public

JOY MARIE LINCOLN
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1986

My Commission Expires:
OCT 16 1986

This instrument prepared by Ray T. Sample
Attorney at Law
1667 Railway Exchange Building
St. Louis, Missouri 63101

Certificate, Independent Engineer's Certificate, and Opinion of Counsel as provided for in Section 14.06 of Article XIV of said General Mortgage; and

WHEREAS, said Engineer's Certificate states that the fair value as of the date of said Certificate of all the aforementioned property, the release of which is requested herein, exceeds \$100,000; and

WHEREAS, the consideration for the sale of said property is permitted by Section 14.02 of said General Mortgage; and

WHEREAS, said Resolution of the Board of Directors of said Norfolk and Western Railway Company also states, among other things, that it is the judgment of said Board that it is no longer necessary or expedient to retain said property for the operation, maintenance, or use of the lines of railroad which are directly or indirectly subject to said General Mortgage; and

WHEREAS, it is provided in Section 19.07(h) of Article XIX of said General Mortgage that any rights, powers, duties, and obligations by any provisions of said Indenture conferred or imposed upon the Trustees or either of them (including the power to release property from the lien thereof) shall, insofar as permitted by law, be conferred or imposed upon and exercised or performed by the Corporate Trustee alone without reference to the Individual Trustee and the Individual Trustee thereby irrevocably constitutes and appoints the Corporate Trustee his true and lawful attorney-in-fact with full power and authority, insofar as permitted by law, either in the name and on behalf of the Individual Trustee or of the Trustees jointly to exercise any and all rights or powers (including the power to release property from the lien thereof) conferred upon the Individual Trustee alone or upon the Trustees jointly by any of the provisions of said Indenture; and

WHEREAS, the recitals hereinabove set forth are made solely by Norfolk and Western Railway Company, party of the second part, and The Boatmen's National Bank of St. Louis and Hugh S. Hauck, Trustees, parties of the first part, assume no responsibility therefor;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, said The Boatmen's National Bank of St. Louis and Hugh S. Hauck, parties of the first part, do hereby confirm and release and consent to the conveyance,

free and clear from the lien and encumbrance of said General Mortgage, dated as of January 1, 1941, as supplemented by any and all Supplemental Indentures thereto, of the following:

All that part of Block 3 in Ewings Subdivision, also known as "Miller Station", as recorded in Plat Book 5, page 45, in the Recorder's Office of Lake County, Indiana, in the South half of Section 6, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Southwest corner of said Section 6; thence North on the West line of said Block 3, for a distance of 100 feet; thence East to a point in the East line of said Block 3 which is also the Quarter Section line of said Section 6, that is 132.4 feet North of the Southeast corner of said Block 3; thence South on the East line of said Block 3 to the Southeast corner of said Block 3; thence West on the South line of said Block 3 to the place of beginning and containing 6.048 acres more or less, all as appears in Deed Record 62, page 169, in the Recorder's Office, Lake County, Indiana.

also

That part of the South half of the Southeast quarter of Section 6, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Southeast corner of said Section 6 and running thence North along the East line of said Section 6 for a distance of 156 feet; thence Westerly in a direct line to a point in the West line of the Southeast quarter of said Section 6 that is 132.4 feet North of the Southwest corner of said Southeast quarter of Section 6; thence South along said quarter Section line for a distance of 132.4 feet to the Southwest corner of said Southeast quarter; thence East along the South line of said Southeast quarter to the place of beginning and containing 8.630 acres more or less, all as appears in Deed Record 61, page 208, in the Recorder's Office, Lake County, Indiana.

also

All that part of the Southwest quarter of Section 5, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Southwest corner of said Section 5 and thence North on the West line of said Section 5 for a distance of 156 feet; thence East to a point in the East line of the West half of the Southwest quarter of said Section 5, which is 153.4 feet North of the South line of said Section 5; thence South 153.4 feet to the South line of said Section 5; thence West along the South line of said Section 5 to the place of beginning and containing 4.685 acres more or less, all as appears in Deed Record 58, page 431, in the Recorder's Office, Lake County, Indiana.

also

All that part of the East half of the Southwest quarter of Section 5, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Southwest corner of said East half of said Southwest quarter and thence North 133 feet; thence East 495 feet; thence South 25 feet; thence East 495 feet; thence South 25 feet; thence East 315.15 feet; thence North 17 feet; thence East 16.5 feet more or less to the East line of said Southwest quarter; thence South 100 feet to the Southeast corner of the Southwest quarter of said Section 5; thence West on the South line of said Section 5 for a distance of 1295.58 feet more or less to the place of beginning and containing 3.36 acres more or less, all of the above described land is intended to include Lots 23, 24, 25 and 26 in Block 13; Lots 22, 23, 24, 25, 26 and 27, in Block 14; Lots 22, 23, 24, 25, 26, 27 and 28 in Block 15; Lots 21, 22, 23, 24, 25, 26, 27 and 28 in Block 16; and all vacated streets and alleys between and contiguous to said Lots in now vacated Packer's Addition to Miller, as appears in Plat Book 2, page 53, in the Recorder's Office, Lake County, Indiana, and the land described in Deed Record 58, page 429, in the Recorder's Office, Lake County, Indiana.

also

All that part of the Northeast quarter of the Northeast quarter of the Northwest quarter of Section 8, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Northeast corner of said Northwest quarter of said Section 8 and thence South along the East line of said Northwest quarter 193.2 feet; thence West to a point in the West line of the said Northeast quarter of the Northeast quarter of the Northwest quarter which is 191.5 feet South of the North line of said Section 8; thence North on said West line for a distance of 191.5 feet to the North line of said Section 8; thence East on said North line of said Section 8 for a distance of 635.58 feet to the place of beginning and containing 2.91 acres more or less, all as appears in Deed Record 62, page 253, in the Recorder's Office, Lake County, Indiana.

also

All that part of Southeast quarter of Section 5, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Southeast corner of said Section 5 and thence West along the South line of said Section 5 for a distance of 2640 feet more or less to the Southwest corner of the Southeast quarter of said Section 5; thence North along the West line of the Southeast quarter of said Section 5 for a distance of 100 feet; thence easterly in a straight line to the place of beginning and containing 3.03 acres more or less, all as appears in Deed Record 58, page 430, in the Recorder's Office, Lake County, Indiana.

also

All that part of the Northeast quarter of Section 8, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Northwest corner of the Northeast quarter of said Section 8 and thence South on the quarter line of said Section 8 for a distance of 193.2 feet; thence East to a point in the East line of said Northeast quarter that is 200 feet South of the Northeast corner of said Northeast quarter; thence North on said East line 200 feet to the Northeast corner of said Northeast quarter; thence West on the North line of said Section 8 to the place of beginning and containing 11.893 acres more or less, all as appears in Deed Record 58, page 416, in the Recorder's Office, Lake County, Indiana.

also

All that part of the North 200 feet of Government Lots 1, 2 and 3 or the halves of the Northwest quarter of Section 9 (Lots 2 and 3) and the Northeast quarter of Section 9 (Lot 1), Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Northwest corner of said Lot 3 and thence South on the ~~West~~ line of said Lot 3 for a distance of 200 feet; thence East on a line parallel to and 200 feet South of the North line of said Government Lots 3, 2 and 1 for a distance of 3805.8 feet to the ditch line, wire fence and row of Maple trees first spoken of in Deed Record 37, pages 91 and 92, in September 1883 and recorded in the Recorder's Office of Lake County, Indiana; thence Northwesterly along said ditch line, wire fence and row of Maple trees for a distance of 205 feet more or less to the North line of Government Lot 1 and the North line of said Section 9; thence West on the North line of said Government Lots 1, 2 and 3 which is also the North line of said Section 9 for a distance of 3728.86 feet more or less to the place of beginning and containing 17.297 acres more or less, all as appears of record in Deed Record 58, page 329 and Deed Record 62, page 133, in the Recorder's Office, Lake County, Indiana.

also

All that part of Government Lot 1 of the Northeast quarter of Section 9 in Township 36 North, Range 7 West of the Second Principal Meridian as owned by the Wabash Railroad in Deed Book 58, page 343, in the Recorder's Office, Lake County, Indiana, and bounded and described as follows: Beginning at a point in the North line of Government Lot 1 which is also the North line of said Section 9, said point being 1069.06 feet East of the

T-rail marking the Northwest corner of said Government Lot 1 and referred to in the 1892 deed as being a ditch line, wire fence and row of Maple trees first spoken of in Deed Book 37, pages 91 and 92, in September, 1883, and recorded in the Recorder's Office of Lake County, Indiana; thence East on said North line 1163.5 feet more or less to the parcel numbered one in a deed from the Wabash Railroad made the 28th day of May 1931, and recorded June 8, 1931, in Deed Book 479, page 330, in the Recorder's Office, Lake County, Indiana; thence Southeasterly on a curve to the left having a radius of 11359 feet for a distance of 422.85 feet to a point of curve; thence South 81 degrees 14 minutes East, a distance of 6.2 feet to the East line of said Lot 1, which is also the East line of said Section 9; thence South on said East line for a distance of 600 feet more or less to the centerline of the Old Channel of the Little Calumet River; thence Westerly and Southwesterly on said centerline of the Little Calumet River for a meandering distance of 1600 feet more or less to the aforesaid ditch line, wire fence and row of Maple trees first spoken of in September, 1883; thence Northwesterly on the North running line through a yellow oak tree standing near the North line of said Government Lot 1 and through the West row of Maple trees growing on said plat, said line is further designated by a wire fence and ditch, for a distance of 843 feet more or less to the point of beginning and containing 22.4 acres more or less by Wabash Railroad track map dimensions.

also

All that part of the North half of Section 10 and the West half of Section 11, both in Township 36 North, Range 7 West of the Second Principal Meridian, as owned by the Wabash Railroad in Deed Book 47, pages 240, 241, 242, and Deed Book 47, page 331, and Deed Book 48, pages 84 and 85, and Deed Book 49, page 238, and Deed Book 64, page 530, and bounded and described as follows: Beginning at a point in the West line of said Section 10 that is 14.9 feet South of the Northwest corner of said Section 10 and thence South on said West line 385.1 feet to a line parallel to and 400 feet South of the North line of said Section 10; thence East on said 400-foot parallel line 210 feet more or less to the bank of relocated and redug Little Calumet River; thence Northeasterly along the bank of said Little Calumet River 250 feet more or less to the South line of the 100-foot wide strip of land described in Deed Book 47, page 241; thence East and Southeasterly along the South line of said Deed Book 47, page 241, the South line of Deed Book 41, page 240, the South line of Deed Book 47, page 242, the South line of Deed Book 47, page 331, the South line of Deed Book 48, page 85, the South line of Deed Book 48, page 84, all for a distance of 6460 feet more or less to the East line of the West half of the Northwest quarter of said Section 11; thence North on said East line of the West half of the Northwest quarter 470 feet more or less to the Southeasterly line of an Old Sand Road; thence Southwesterly on the Southeasterly line of the Old Sand

Road 530 feet more or less to the North line of the 100-foot wide Wabash Railroad as described in Deed Book 48, page 84; thence Northwesterly 6348 feet more or less to the point of beginning all along the North line of the 100-foot wide Wabash Railroad described in said Deed Books 47, pages 240, 241, 242, Deed Book 47, page 331, Deed Book 48, pages 84 and 85, excepting the part for State Highway purposes, but not to fee title in Parcels Two and Four in State of Indiana Deed from the Wabash Railroad made the 28th day of May, 1931, and recorded June 8, 1931, in Deed Book 479, page 330, in the Recorder's Office, Porter County, Indiana, all this containing 17.67 acres net.

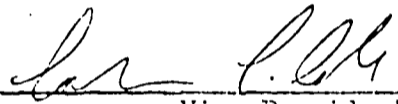
also

All that part of the Northeast quarter and the East half of the Northwest quarter of Section 11, Township 36 North, Range 7 West of the Second Principal Meridian bounded and described as follows: Beginning at the Northwest corner of the Southwest quarter of said Northeast quarter and thence East on the North line of the Southwest quarter of the Northeast quarter for a distance of 319.5 feet to the Southerly right of way of the Baltimore and Ohio Railroad which is a 100-foot right of way at this point; thence Southeasterly on the South line of said 100-foot wide Baltimore and Ohio Railroad for a distance of 1070 feet more or less to the East line of the Southwest quarter of the Northeast quarter of said Section 11; thence South on said East line for a distance of 325 feet to the North line of the 100-foot wide Wabash Railroad right of way described in Deed Record 48, page 406, recorded November 21, 1892, in the Recorder's Office, Porter County, Indiana; thence East on said North line of right of way for a distance of 1342.90 feet more or less to the East line of said Northeast quarter; thence South on said East line for a distance of 102.2 feet more or less to the South line of the 100-foot wide Wabash Railroad right of way projected East; thence Northwesterly on the South line of said 100-foot wide Wabash Railroad right of way for a distance of 4028.7 feet more or less to the West line of the Southeast quarter of said Northwest quarter; thence North on said West line 500.7 feet more or less to the Southerly line of the Baltimore and Ohio Railroad right of way; thence Southeasterly on said Southerly line of the Baltimore and Ohio Railroad right of way for a distance of 1,343 feet more or less to the East line of the Northwest quarter of said Section 11; thence South on said East line 60 feet to the point of beginning; excepting the right of way of the Michigan Central Railroad and excepting the right of way of the Baltimore and Ohio Railroad and excepting the part for State Highway purposes only, but not to fee title of Parcel Four in State of Indiana Deed from the Wabash Railroad made the 28th day of May, 1931, and recorded June 8, 1931, in Deed Book 479, page 330, in the Recorder's Office, Porter County, Indiana. All this containing 30.22 acres net and all this as appears and recorded in Deed Record 47, page 413, Deed Record 47, page 415, Deed Record 48, page 95, Deed Record 48, page 189, Deed Record 48, page 406, and Deed Record 49, page 7, in the Recorder's Office of Porter County, Indiana.

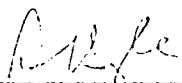
And The Boatmen's National Bank of St. Louis and Hugh S. Hauck, parties of the first part, hereby release all the right, title, and interest of the parties of the first part as Trustees under said General Mortgage, as supplemented by any and all Supplemental Indentures thereto, in the property above described.

IN WITNESS WHEREOF, said The Boatmen's National Bank of St. Louis, one of the parties of the first part, has caused this Indenture to be signed and acknowledged by one of its Vice Presidents and its corporate seal to be hereunto affixed and the same to be attested by the signature of one of its Assistant Trust Officers, and Hugh S. Hauck has, by his duly appointed attorney-in-fact, hereunto signed his name and affixed his seal, all as of the day and year first above written.

THE BOATMEN'S NATIONAL BANK OF ST. LOUIS

By 
Vice President


ATTEST:


Assistant Trust Officer

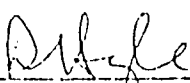
THE BOATMEN'S NATIONAL BANK OF ST. LOUIS
As Attorney-in-Fact

Calvin C. Cole

For Hugh S. Hauck

By 
Vice President

ATTEST:


Assistant Trust Officer

As Trustees under General Mortgage dated
as of January 1, 1941, as aforesaid.

STATE OF MISSOURI)
) SS:
CITY OF ST. LOUIS)

BE IT REMEMBERED, and I do hereby certify, that on this 8th day of December A.D., 19 82, before me Joy Marie Lincoln a Notary Public, duly commissioned, qualified, and acting in and for the State and City aforesaid, personally came and appeared in said City Calvin C. Cole , a Vice President, and G. Rolland Hyle , an Assistant Trust Officer, of The Boatmen's National Bank of St. Louis, a corporation organized and existing under the laws of the United States of America and the corporation described in and which, as a party of the first part, executed the above annexed and foregoing instrument, who are to me personally known and personally known to me to be a Vice President and an Assistant Trust Officer, respectively, of said corporation and the same and identical persons whose names are signed and subscribed to said instrument as having executed the same, and who executed the same as such Vice President and Assistant Trust Officer, respectively, and they severally duly acknowledged to me that, being informed of the contents of said instrument, they executed, signed, sealed, and delivered said instrument freely and voluntarily as their free and voluntary act and deed and the free and voluntary act and deed of said corporation for the uses, considerations, and purposes therein contained, mentioned, specified, expressed, and set forth, and desired the same to be recorded as such, and they severally under oath stated and acknowledged that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

And at the same time the said Calvin C. Cole and G. Rolland Hyle , being by me severally and duly sworn, did each for himself depose and upon oath say and acknowledge: That he, said Calvin C. Cole , resides in Ballwin, MO. , and is a Vice President, and he, said G. Rolland Hyle , resides in St. Louis County, Mo. , and is an Assistant Trust Officer, and they are officers of said The Boatmen's National Bank of St. Louis, the corporation described in and which executed the above instrument, as above designated; that they know and are acquainted with the seal of said corporation; that the seal affixed to said instrument is such corporate seal of said corporation; that it was so affixed and said instrument was signed, sealed, executed, and delivered in behalf of said corporation by resolution, order, and authority of its Board