

ORIGINAL COUNTERPART  
NO. 4

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST  
RECORDATION NO. 5927-a Filed & Recorded

SERIES R

FEB 1 1972 -8 50 AM

INTERSTATE COMMERCE COMMISSION

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AGREEMENT

Dated as of February 1, 1972

Supplementing

•• EQUIPMENT TRUST AGREEMENT

Dated as of February 15, 1971

Between

NORFOLK AND WESTERN RAILWAY COMPANY

and

THE FIRST PENNSYLVANIA BANKING AND  
TRUST COMPANY, as Trustee

AGREEMENT dated as of February 15, 1972, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, a Pennsylvania corporation (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series R" was created by an Equipment Trust Agreement dated as of February 1, 1971 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

The Trust Agreement also provides that if the aggregate final Cost (as defined in the Trust Agreement) of the Trust Equipment shall be less than 125% of the aggregate principal amount of trust certificates issued thereunder (the "Trust Certificates"), the Company will cause to be transferred to the Trustee additional Trust Equipment in such amount and of such cost that the aggregate final Cost of the Trust Equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder.

The Company has determined that the aggregate final Cost of the Trust Equipment specifically described in the

Agreement is less than 125% of the aggregate principal amount of Trust Certificates issued thereunder and now desires to cause to be transferred to the Trustee additional Trust Equipment.

\* \* \*

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
5	100-ton open-top hopper cars, Norfolk and Western Railway Company, builder, numbered 134245 to 134249, both inclusive.	\$67,000

2. The Company shall cause this Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

3. This Agreement, which is dated for convenience as of February 15, 1972, may be executed in any number of

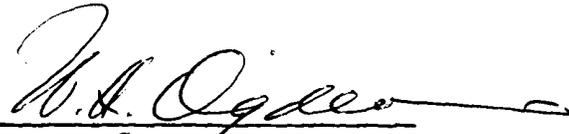
counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

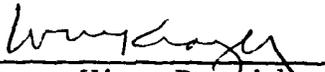
NORFOLK AND WESTERN RAILWAY COMPANY

By   
Assistant Vice President-Finance

ATTEST:

  
Secretary

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, as Trustee

By   
Vice President

ATTEST:

  
Assistant Secretary

COMMONWEALTH OF VIRGINIA )  
 ) ss:  
CITY OF ROANOKE )

On this *28th* day of *January*, 1972, before me personally appeared C. B. Deibel, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President - Finance of Norfolk and Western Railway Company, that one of the seals 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 by him on this date was the free act and deed of said corporation.

*R. J. Anderson*  
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Notary Public  
My Commission Expires October 1, 1973

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss:  
COUNTY OF PHILADELPHIA )

On this *31st* day of *January*, 1972, before me personally appeared W. M. KRAYER, to me personally known, who, being by me duly sworn, says that he is a Vice President of The First Pennsylvania Banking and Trust Company, that one of the seals 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 by him on this date was the free act and deed of said corporation.

*Judith Z. Pote*  
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Notary Public  
JUDITH Z. POTE  
Notary Public, Philadelphia, Philadelphia Co  
My Commission Expires January 28, 1974