

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/10/79

OFFICE OF THE SECRETARY

James T Valleroy  
Norfolk and Western RY. Co.  
8 North Jefferson Street  
Roanoke, VA. 24042

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 8/21/79 at 3:05pm, and assigned re-  
recording number (s) 5822-B & 6284-B

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

# NW

RECORDATION NO. *5822/B* Filed 1425

August 17, 1979

AUG 21 1979 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

Mr. H. G. Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. *6284/B* Filed *1425*

AUG 21 1979

AUG 21 1979 - 3 05 PM *20.00*

INTERSTATE COMMERCE COMMISSION  
Washington, D. C.

Dear Mr. Homme:

Under various dates, there were filed and recorded with the Interstate Commerce Commission Norfolk and Western Railway Company financings with the First Pennsylvania Bank N.A., as trustee or agent, as follows:

<u>Financing</u>	<u>Filed &amp; Recorded</u>	<u>Recordation No.</u>
NW Equipment Trust Agreement, Series S, dated 9/1/71	8/16/71	6284
Conditional Sale Agreement Sept. 1, 1970, with General Electric Company	9/10/70	5822

In accordance with Section 20c of the Interstate Commerce Act and Part 57 of the Commission's rules, there are being forwarded to you herewith, for recordation, four sets of documents, each consisting of four original counterparts numbered 1, 2, 3 and 4, respectively, of Supplemental Agreements, dated as of August 15, 1979, between the First Pennsylvania Bank N.A. and Norfolk and Western Railway Company.

There is also enclosed a voucher payable to the order of the Interstate Commerce Commission for \$20.00 covering the recordation fee for these two supplements at \$10.00 each.

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

Bank: First Pennsylvania Bank N.A.  
15th and Chestnut Streets  
Philadelphia, Pa. 19101

Railroad: Norfolk and Western Railway Company  
8 North Jefferson Street  
Roanoke, Virginia 24042

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Mr. H. G. Homme, Jr.  
August 17, 1979

The following is a general description of the equipment to be subjected to the Norfolk and Western Railway Company Equipment Trust and Conditional Sale Agreement by these supplements, dated as of August 15, 1979:

<u>Financing</u>	No. of 3,000 h.p. 6 axle diesel Electric Locomotives <u>Assigned</u>	<u>Numbers</u>
NW Equipment Trust, Series S Conditional Sale Agreement Sept. 1, 1970, with General Electric Company	1 <u>3</u>	8079 8080-8082
	Total 4	

After the enclosed supplements have been duly recorded, please return the original counterparts numbered 1 and 2, bearing the recordation data, to the undersigned at Roanoke, Virginia.

Yours very truly,

*J. T. Valleroy*  
J. T. Valleroy  
Assistant Treasurer

Enc.  
JTV/er

ORIGINAL COUNTERPART

NO. 1

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES S

RECORDATION NO. 6284-B  
FILED 1425

AUG 21 1979 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

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SUPPLEMENTAL AGREEMENT

Dated as of August 15, 1979

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of September 1, 1971

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

## SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of August 15, 1979, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation existing under the laws of the United States (the "Trustee").

### R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series S," was created by an Equipment Trust Agreement dated as of September 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.

Section 4.09 of the Trust Agreement provides that any Replacement Funds, as defined therein, may be applied to the purchase of additional units of Equipment, as defined therein, in an amount not exceeding the then fair value of such Equipment. The Company has deposited Replacement Funds with the Trustee and desires to apply such funds to the purchase of additional Equipment and subject such Equipment to the Trust Agreement.

\* \* \* \* \*

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 therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
1	3,000 h.p., 6-axle diesel electric locomotive, numbered 8079, General Electric Company, builder	\$708,819	\$708,819

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

3. This Supplemental Agreement, which is dated for convenience as of August 15, 1979, 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.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth

in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

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

ATTEST:

B. E. Middleton  
Secretary

By

J. H. [Signature]  
Vice President - Finance

FIRST PENNSYLVANIA BANK N.A., as Trustee

ATTEST:

[Signature]  
ASSISTANT Secretary

By

[Signature]  
Vice President

COMMONWEALTH OF VIRGINIA )  
 ) ss:  
CITY OF ROANOKE )

On this *17th* day of *August*, 1979, before me personally appeared John R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is 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.

*Jeanie B. Davis*  
Notary Public  
*My Commission expires*  
*April 8, 1983*

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss:  
COUNTY OF PHILADELPHIA )

On this *10th* day of *August*, 1979, before me personally appeared *J. P. Barthelemy*, to me personally known, who, being by me duly sworn, says that he is a *Assistant* Vice President of First Pennsylvania Bank N.A., 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.

*Edith E. Bosworth*  
Notary Public

EDITH E. BOSWORTH, NOTARY PUBLIC  
Philadelphia Philadelphia County, Pa.  
My Commission Expires Oct. 23, 1981

I am not an officer or director  
of the above corporation.