

65-24-A
RECORDATION NO. _____ Filed & Recorded
MAY 23 1973 - 2 00 PM

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST INTERSTATE COMMERCE COMMISSION

SERIES T

AGREEMENT

Dated as of May 15, 1973

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of April 1, 1972

Between

NORFOLK AND WESTERN RAILWAY COMPANY

and

THE FIRST PENNSYLVANIA BANKING AND
TRUST COMPANY, as Trustee

AGREEMENT dated as of May 15, 1973, 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 T" was created by an Equipment Trust Agreement dated as of April 1, 1972 (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

Trust 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>
40	100-ton gondola cars, numbered 189155 to 189194, both inclusive, Norfolk and Western Railway Company, builder	\$590,000

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 May 15, 1973, 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.

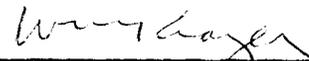
NORFOLK AND WESTERN RAILWAY COMPANY

By 
Assistant Vice President-Finance

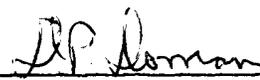
ATTEST:


Assistant Secretary JOSEPH PAKUSCH

THE FIRST PENNSYLVANIA BANKING AND
TRUST COMPANY, as Trustee

By 
W. M. KRAY Vice President

ATTEST:


Assistant Secretary
D. P. DORRIAN

