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Date **SEP 17 1979**
Fee \$ 16.00

September 14, 1979

ICC Washington, D. C.

RECORDATION NO. 8748 Filed 1425

SEP 17 1979 12:35 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Homme:

Under date of ~~March 16, 1977~~, there was filed and recorded with the Interstate Commerce Commission Norfolk and Western Railway Equipment Trust Series No. 5, Agreement dated March 1, 1977, with Mercantile - Safe Deposit and Trust Company, as Trustee. The Equipment Trust Agreement was assigned recordation number 8748.

In accordance with Section 20c of the Interstate Commerce Act and Part 57 of the Commission's rules, there are now enclosed for recordation original counterparts numbered 1, 2, 3 and 4 of a Supplemental Agreement, dated as of September 1, 1979, between Mercantile-Safe Deposit and Trust Company and Norfolk and Western Railway Company.

There is also enclosed a voucher payable to the order of the Interstate Commerce Commission for \$10, covering the recordation fee for this supplement. The names and addresses of the parties to the supplement are as follows:

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

Bank: Mercantile-Safe Deposit and Trust Company
P. O. Box 2258
Baltimore, Maryland 21203

The above supplement provides for the assignment of one 60' high roof box car, No. 604554, to the above Trust.

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

Yours very truly,

J. T. Valleroy

RECEIVED
SEP 17 12 27 PM '79
I. C. C.
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

9/21/79

OFFICE OF THE SECRETARY

James T. Valleroy
Norfolk & Western RYW. Co.
8 Jefferson Street
Roanoke, Virginia 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 9/17/79 at 12:35pm, and assigned re-
recording number(s).

7919-C, 7764-C, 8748-A, 8084-C, 8315C, 8563-B
9890-A
5822-C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

ORIGINAL COUNTERPART
NO. 1

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES NO. 5

RECORDATION NO. 4746 Filed 1425

SEP 17 1979 - 12 35 PM

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

Dated as of September 1, 1979

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of March 1, 1977

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of September 1, 1979, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a corporation existing under the laws of the State of Maryland (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series No. 5" was created by an Equipment Trust Agreement dated as of March 1, 1977 (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 provided 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 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	60' High Roof Boxcar, numbered 604554, Inter- national Car Company, builder	\$62,850	\$62,850

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 September 1, 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:

D. E. Middleton
Secretary

By John R. [Signature]
Vice President-Finance

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Trustee

By [Signature]
Vice President

ATTEST

[Signature]
~~Secretary~~
ASSISTANT VICE PRESIDENT



COMMONWEALTH OF VIRGINIA)
) ss:
CITY OF ROANOKE)

On this 14th day of *September*, 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.

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

STATE
COMMONWEALTH OF *Maryland*
) ss:
COUNTY OF *Baltimore*)

On this 6th day of *September*, 1979, before me personally appeared *G. J. Johnston*, to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit 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.

Patricia A. Gilow
Notary Public

My commission expires July 1, 1982