

ORIGINAL COUNTERPART
NO. 1

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES NO. 3

RECORDATION NO. 8315 Filed 1425

SEP 17 1979 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of September 1, 1979

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of May 1, 1976

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of Septembet 1, 1979, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., 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 No. 3," was created by an Equipment Trust Agreement dated as of May 1, 1976 (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>
2	60' High Roof Boxcars, numbered 604551-604552, inclusive, International Car Company, builder	\$62,850	\$125,700

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:

JEMiddleton
Secretary

By J.R. [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 *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.

Jeanie B. Davis
Notary Public

My Commission expires
April 8, 1983

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

On this *6th* day of *September*, 1979, before me personally appeared *W. M. Kraye*, to me personally known, who, being by me duly sworn, says that he is a 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, 1982

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