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INTERSTATE COMMERCE COMMISSION

ORIGINAL COUNTERPART
NO. 3

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
SERIES S

SUPPLEMENTAL AGREEMENT

Dated as of March 15, 1981

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 March 15, 1981, 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 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	3,600 h.p. six-axle Diesel Electric Locomotive, numbered NW 8504; General Electric Company, builder.	\$896,000	\$896,000

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 March 15, 1981, 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:

Joseph Rakush
ASSISTANT Secretary

By

[Signature]
Executive Vice President

FIRST PENNSYLVANIA BANK N.A.,
as Trustee

Attest:

[Signature]
Secretary
T. A. O'CONNELL
ASSISTANT SECRETARY

By

[Signature]
Vice President
P. M. GIULIANTE
SENIOR CORPORATE TRUST OFFICER
& ASSISTANT SECRETARY

COMMONWEALTH OF VIRGINIA)
) ss:
CITY OF ROANOKE)

On this 27th day of March, 1981, before me personally appeared J. R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Executive Vice President 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. E. Tomlinson
Notary Public
My Commission Expires July 20, 1982

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

On this 30th day of March, 1981, before me personally appeared J. M. GIULIANTE, to me personally known, who, being by me duly sworn, says that she is a SUB. CORP. ~~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. her

Lynn M. Attarian
Notary Public

LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982