



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

RECORDATION NO. 19258-A FILED 1425
MAR 28 1995 1 10 PM
INTERSTATE COMMERCE COMMISSION

William A. Noell, Jr.
General Attorney

Writer's Direct Dial Number
804-629-2634

March 27, 1995

LICENSING DIVISION
MAR 28 3 53 PM '95

HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, DC 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission twelve (12) original counterparts, properly executed and acknowledged, of the document described below. I request that eleven (11) of the counterparts (bearing the Commission's stamped evidence of recordation) be returned to the person hand-delivering the counterparts for filing.

This document (a "secondary document" under the Commission's Rules) is a Supplemental Agreement, dated as of March 1, 1995, that amends and supplements an Equipment Trust Agreement (a "primary document") dated as of February 15, 1995, that was filed with the Commission on February 23, 1995, and assigned Recordation Number 19258. The names and addresses of the parties to both this document and the related primary document are:

TRUSTEE/LESSOR: Delaware Trust Capital Management, Inc.
900 Market Street, HO2M12
Wilmington, Delaware 19801

LESSEE/GUARANTOR: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510-2191

The equipment covered by this secondary document is described generally as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Mech. Symbol</u>	<u>Railroad's Road Numbers Inclusive</u>
11	DASH 9-40C, 6-Axle, 4000 HP Diesel Electric Locomotives	C-C	NS 8871-8875 and NS 8883-8888

Counterparts - See-See



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/28/95

Office Of The Secretary

William A. Noell, Jr.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA. 23510-2191

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 3/26/95 at , and assigned recordation number(s). 19258-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 19258-A FILED 1425

MAR 28 1995 3 10 PM

NORFOLK SOUTHERN RAILWAY
EQUIPMENT TRUST, SERIES G

This Supplemental Agreement, dated as of March 1, 1995 ("Supplemental Agreement"), between **DELAWARE TRUST CAPITAL MANAGEMENT, INC.**, a corporation duly organized and existing under the laws of the State of Delaware, as Trustee ("Trustee") and **NORFOLK SOUTHERN RAILWAY COMPANY**, a Virginia corporation ("Company");

W I T N E S S E T H

WHEREAS, Trustee and Company entered into an Equipment Trust Agreement dated as of February 15, 1995 ("Agreement"), to which was appended Schedule A setting forth, among other things, a list of the equipment to be acquired and to become subject to "Norfolk Southern Railway Equipment Trust, Series G" created pursuant to the Agreement (such list, "Old Schedule A");

WHEREAS, the Agreement was filed with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. § 11303 and was assigned Recordation Number 19258;

WHEREAS, Trustee and Company now wish to amend the Agreement by amending and restating Old Schedule A; and

WHEREAS, each Holder, if any, of an outstanding Trust Certificate, and each other necessary party, if any, having an interest in "Norfolk Southern Railway Equipment Trust, Series G" has consented to this Supplemental Agreement;

NOW, THEREFORE, in consideration of the payment of the sum of One Dollar (\$1.00) and of other good and valuable consideration, the sufficiency, adequacy and receipt of all of which are acknowledged, Trustee and Company hereby:

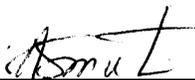
1. Amend and restate Old Schedule A entirely by adopting in its entirety the Schedule A appended hereto as Exhibit 1 ("New Schedule A");
2. Release from the Agreement and the trust created thereby the equipment listed in Old Schedule A and not listed in New Schedule A;

3. Agree that this Supplemental Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute a single instrument; and

4. Direct Company to cause this Supplemental Agreement to be recorded promptly with the ICC in accordance with the provisions of Section 6.4 of the Agreement.

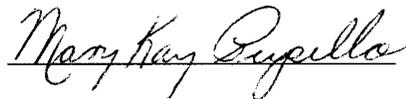
IN WITNESS WHEREOF, each of Trustee and Company has caused this Supplemental Agreement to be executed, as of the date first above written, by an appropriate officer thereunto duly authorized.

**DELAWARE TRUST CAPITAL
MANAGEMENT, INC., Trustee,**

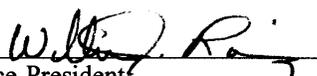
By 
Its Vice President

[SEAL]

Attest:

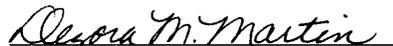


NORFOLK SOUTHERN RAILWAY COMPANY

By 
Its Vice President

[SEAL]

Attest:


Corporate Secretary

State of Delaware }
 } ss.:
 City of Wilmington }

On this 24th day of March, 1995, before me personally appeared **Richard N. Smith**, to me personally known, who, being by me duly sworn, says he is a Vice President of **Delaware Trust Capital Management, Inc.**, 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 was the free act and deed of said corporation.

[Notarial Seal]

Rosanna H. Goodwin

ROSANNA H. GOODWIN
 NOTARY PUBLIC, STATE OF DELAWARE
 MY COMMISSION EXPIRES MARCH 26, 1996

Commonwealth of Virginia }
 } ss.:
 City of Norfolk }

On this 21st day of March, 1995, before me personally appeared **William J. Romig**, to me personally known, who, being by me duly sworn, says he is a Vice President of **Norfolk Southern 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 was the free act and deed of said corporation.

[Notarial Seal]

Sandra J. Gorby
 My Commission Expires March 31, 1996

Exhibit 1

Schedule A
(Referred to in the Annexed
Supplemental Agreement
as "New Schedule A")

Description of Trust Equipment

<u>Number of Units</u>	<u>Description</u>	<u>NS Road Numbers</u>
11	DASH 9-40C, 6-Axle 4,000 HP Diesel Electric Locomotives (General Electric Company, builder/vendor)	8871-8875 and 8883-8888 (both, inclusive)