

NORFOLK SOUTHERN

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

Writer's Direct Dial Number

17889-A
NOV 4 1992 4 00 PM
INTERSTATE COMMERCE COMMISSION
NOV 9 1 12 PM '92

November 2, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission nine (9) original counterparts, properly executed and acknowledged, of the document described below. I request that eight (8) of the counterparts (bearing the Commission's stamped recordation data) be returned to the person presenting this submission.

This document is a Supplemental Agreement, dated as of November 1, 1992, a "secondary document" under the Commission's rules, that supplements the Equipment Trust Agreement, dated as of August 1, 1992, that was assigned recordation number 17889 ("Agreement").

The names and addresses of the parties to that Agreement and to this document are as follows:

TRUSTEE/LESSOR: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21201

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

The equipment added by this document to Schedule A to that Agreement is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
5	100-Ton Coil Steel Gondolas	CS14	168340-168344, both inclusive

Conyza Melinda Castillo

Mr. Sidney L. Strickland, Jr.
November 2, 1992
Page 2

This document also changes the road numbers to be assigned to certain equipment described in Schedule A to that Agreement, as follows: the (100) 100-ton coil steel gondolas, originally to be assigned NS road numbers 168800-168899, inclusive, will be numbered:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
60	100-Ton Coil Steel Gondolas	CS15	NS 168800-168859, both inclusive
40	100-Ton Coil Steel Gondolas	CS14	NS 168300-168339, both inclusive

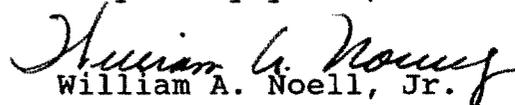
The recordation fee is enclosed. After recordation, please return eight (8) of the original counterparts of the document, stamped with the Commission's recordation data, to the person who presents this submission.

A short summary of this document for use in the index follows:

Supplemental Agreement, dated as of November 1, 1992, supplementing the Equipment Trust Agreement dated as of August 1, 1992, between Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland 21201, as Trustee/Lessor, and Norfolk Southern Railway Company, Three Commercial Place, Norfolk, Virginia 23510, as Lessee/Guarantor (recordation number 17889), (a) covering, in addition to the equipment identified in the original agreement, five 100-ton coil steel gondolas numbered NS 168340-168344, inclusive; and (b) providing for the renumbering of one hundred 100-ton coil steel gondolas, originally described in the Trust Agreement from NS 168800-168899, inclusive, to NS 168800-168859, inclusive, and NS 168300-168339, inclusive.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,


William A. Noell, Jr.

WAN/fms
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

11/4/92

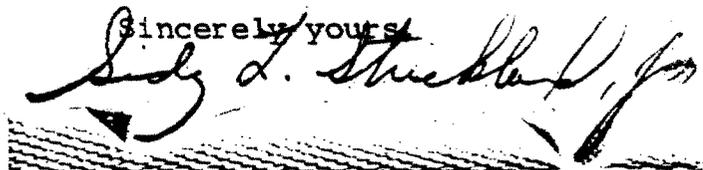
OFFICE OF THE SECRETARY

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 11/4/92 at 1:50pm, and assigned re-
recording number(s). 17889-A

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of November 1, 1992, by and between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, as trustee (the "Trustee," as that term is defined in the "Agreement" hereinafter defined), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Company," as that term is defined in the "Agreement" hereinafter defined);

WITNESSETH THAT:

WHEREAS, "NORFOLK SOUTHERN RAILWAY EQUIPMENT TRUST, SERIES D" was created pursuant to an Equipment Trust Agreement dated as of August 1, 1992, between the Trustee and the Company (the "Agreement"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C § 11303 and was assigned recordation number 17889;

WHEREAS, pursuant to the Agreement, the Trustee has leased to the Company certain equipment as defined in the Agreement (the "Equipment") upon certain terms and conditions;

WHEREAS, Section 3.4 of the Agreement provides that, if the aggregate final Cost (as defined in the Agreement) of the Trust Equipment (as defined in the Agreement) shall be less than 125% of the aggregate principal amount of trust certificates issued thereunder (the "Trust Certificates"), the Company will cause to be acquired and transferred to the Trustee additional 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; and

WHEREAS, the Company has determined that the aggregate final Cost of the Trust Equipment specifically described in Schedule A to the Agreement is likely to be less than 125% of the aggregate principal amount of Trust Certificates issued thereunder and now desires (a) to cause to be acquired and transferred to the Trustee additional Equipment that will become Trust Equipment and (b) to change the road numbers of certain Trust Equipment already described in Schedule A.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties agree as follows:

1. Schedule A to the Agreement hereby is amended (a) to include therein the following additional units of Trust Equipment and (b) to change the numbers of certain Trust Equipment already described therein:

<u>Quantity</u>	<u>Description</u>	<u>Identifying Numbers</u>
(a) 5	100-Ton Coil Steel Gondolas	NS 168340-168344, both inclusive
(b) 60	100-Ton Coil Steel Gondolas	NS 168800-168859, both inclusive
40	100-Ton Coil Steel Gondolas	NS 168300-168339, both inclusive

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in accordance with the provisions of Section 6.4 of the Agreement.

NOV 4 1992 12:00 PM
INTERSTATE COMMERCE COMMISSION

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

4. The Trust Equipment described in Section 1 above shall be subject to all the terms and conditions set forth in the Agreement as fully as if such terms and conditions were set forth in this Supplemental Agreement and as if such Equipment originally had been included in Schedule A to the Agreement, and the Agreement shall be deemed supplemented so as to include the Trust Equipment so described from and after the date hereof.

5. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the 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 authorized officers as of the date first written above.

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

Malcolm W. Edwards
Corporate Secretary

By: *Will R. [Signature]*
Vice President

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee

ATTEST

Robert D. Brown
Corporate Trust Officer

By: *[Signature]*
Vice President

COMMONWEALTH OF VIRGINIA)
) ss.:
CITY OF NORFOLK)

On this 26th day of October, 1992, before me, a Notary Public, 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 the seal 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.

David G. Whitman
Notary Public

My commission expires: AUGUST 31, 1994

STATE OF MARYLAND)
) ss.:
CITY OF BALTIMORE)

On this 27th day of October, 1992, before me, a Notary Public, personally appeared ^{John M. Mitchell}, to me personally known, who, being by me duly sworn, says he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal 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.

Michael A. [Signature]
Notary Public

My commission expires: 9/25/94

