

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

William A. Noell, Jr.
General Attorney

Writer's Direct Dial Number
(804) 629-2634
Fax: (804) 629-2607

RECORDATION NO. 18143-B FILED 1425

May 5, 1994 MAY 5 - 1994 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
MAY 5 2 15 PM '94
LICENSING BRANCH

Hand Delivery

Mr. Sidley L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, DC 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 seven (7) original counterparts, properly executed and acknowledged, of the document described below. I request that six (6) of the counterparts (bearing the Commission's stamped evidence of recordation) be returned to the person hand-delivering the counterparts for filing.

This document is a Supplemental Agreement, a secondary document under the Commission's Rules, dated as of May 1, 1994. The primary and first secondary documents (Earlier Filings) to which this filing is connected are recorded, respectively, under Recordation 18143 and 18143-A.

The names and addresses of the parties to the Earlier Filings and to this secondary document are:

TRUSTEE/LESSOR: Mercantile-Safe Deposit and Trust
Company
Two Hopkins Plaza
Baltimore, Maryland 21203

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

Handwritten signatures:
John [unclear]
C. [unclear]

Interstate Commerce Commission
Washington, D.C. 20423

5/5/94

OFFICE OF THE SECRETARY

William A Noell, Jr.
Norfolk Southern Corporation
Law Dept
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 5/5/94 at 2:20pm, and assigned
recordation number(s). 18143-B

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO 18143-B FILED 1425
MAY 5 - 1994 - 2 20 PM
INTERSTATE COMMERCE COMMISSION

**NORFOLK SOUTHERN RAILWAY
EQUIPMENT TRUST, SERIES E**

This Supplemental Agreement, dated as of May 1, 1994 ("Supplemental Agreement"), between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a corporation duly organized and existing under the laws of the State of Maryland, 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 March 1, 1993 (which agreement, as heretofore amended and/or supplemented, is referred to herein as the "Trust 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 E" created pursuant to the Trust Agreement;

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. § 11303 and was assigned recordation number 18143;

WHEREAS, Trustee and Company amended and supplemented the Trust Agreement pursuant to a Supplemental Agreement dated as of September 1, 1993, which was filed with the ICC pursuant to 49 U.S.C. § 11303 and was assigned recordation number 18143-A;

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

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

WHEREAS, Company has determined that the aggregate final Cost of the Trust Equipment specifically described in Schedule A to 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 Trustee additional Trust Equipment.

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

1. Schedule A to the Trust Agreement hereby is amended to include therein the following additional units of Trust Equipment:

<u>Quantity</u>	<u>Description</u>	<u>Identifying Numbers</u>
2	100-Ton Aluminum Rapid Discharge Coal Hopper Cars; Vendor - Trinity Industries, Inc.	NS 376000 - 001

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

3. This Supplemental Agreement 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 described in Section 1 above shall be subject to all the terms and conditions set forth in the Trust Agreement as fully as if such terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement, including Schedule A thereto, shall be deemed to be supplemented so as to include the Equipment so 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, 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.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

(SEAL)

Attest:

Alexis Hale
Authorized Officer

By Robert D. Brown
Its Corporate Trust Officer

NORFOLK SOUTHERN RAILWAY COMPANY

(SEAL)

Attest:

Sandra L. Pierce
Authorized Officer

By William J. Rain
Its

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

On this 24th day of April, 1994, before me personally appeared Robert D. Brown, to me personally known, who, being by me duly sworn, says he is a Corporate Trust Officer 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 was the free act and deed of said corporation.

[Notarial Seal]

Michael A. Hoehn

Michael A. Hoehn

Notary Public

My Commission Expires: 9/25/94

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

On this 2^d day of May, 1994, 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]

Judith A. McRaney
Notary Public

My Commission Expires: September 30, 1997