



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

J. Gary Lane
 Senior General Attorney

Writer's Direct Dial Number
 (804) 629-2818

March 11, 1992

16875-E
 RECORDATION NO. FILED 1425

MAR 12 1992 10:44 AM

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

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's rules, I submit herewith for recording with the Commission four (4) counterparts of the document described below. I request that three (3) of the counterparts be returned to the undersigned.

(1) This document is an Amendment dated as of March 3, 1992, executed by Norfolk Southern Corporation as agent for Norfolk and Western Railway Company and Norfolk Southern Railway Company (collectively, the "Lessor"), and by Wheeling & Lake Erie Railway Company (the "Lessee").

(2) This document is a "secondary document" under 49 C.F.R. § 1177.1, pertaining to the following primary document: Equipment Lease Agreement between the same parties dated as of May 17, 1990, recorded May 23, 1990, and assigned recordation number 16875.

(3) The railroad equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identity Marks</u>
44	GP-30, GP-35 Diesel Electric Locomotives	B-B	From WE 2645-2715
9	SD-35, SD-45 Diesel Electric Locomotives	C-C	WE 1765-1770 (inclusive), WE 1784, and WE 1800
2	RP-E6 Locomotive Slugs	C7C	WE 9950, WE 9951

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identity Marks</u>
10	Cabooses	NE	From WE 518514-518693, and from WE 557528-557587
200	70-ton Gondola Cars	GB	From WE 291006-291264, WE 314009-314299, WE 328019-328594, and WE 60009-61494
350	Open Top Hopper Cars	HT	From WE 27001-27977, WE 34167-41995, WE 76532-76930, WE 84005-84332, WE 101427-107943, WE 72050-74744, and WE 281005-281548
2	Air Dump Cars	MWD	WE 991954, WE 991978
2	Jackson Tampers		JT-8104-JL-N, JT-7804-JL-N
2	Kershaw Ballast Regulators		BR-7601, BR-7704
1	Switch Tamper		ET-38-SM
1	Tie Knock Out		TRI-8501-P
1	Spiker		NS-7703-FN
1	Scarifier		TBS-8201
28	Telemetry Devices		From D-1199 to D-1972, and from NSX 5043-5635

(4) The names and addresses of the parties executing the Amendment are as follows:

LESSOR: Norfolk Southern Corporation (as agent for
Norfolk and Western Railway Company and
Norfolk Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

LESSEE: Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, Ohio 44613

(5) After recordation, please return three original counterparts of the document, stamped with the Commission's recordation data, to the undersigned at Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

(6) The recordation fee of \$16.00 is enclosed.

(7) A short summary of the Amendment for use in the index follows:

This is an Amendment dated as of March 3, 1992, to an Equipment Lease between Norfolk Southern Corporation (as agent for Norfolk and Western Railway Company and Norfolk Southern Railway Company), Lessor, and Wheeling & Lake Erie Railway Company, Lessee, dated May 17, 1990, covering 55 locomotives, 10 cabooses, 200 gondola cars, 350 open-top hopper cars, 2 air dump cars, 1 switch tamper, 2 Jackson tampers, 2 ballast regulators, 1 tie knock out, 1 spiker, 1 scarifier, and 14 sets of telemetry devices.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

3/16/92

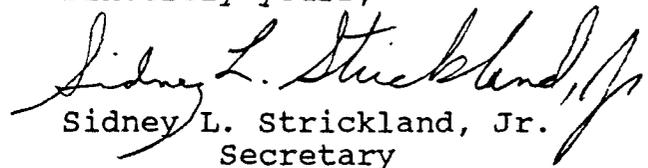
OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Three Commercial Place
Norfolk ,Virginia 23510

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 3/12/92 at 8:10am , and assigned recordation number(s). 16875-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16875-E FILED 148

MAR 12 1992 - 8 10 AM

AMENDMENT

INTERSTATE COMMERCE COMMISSION

This Amendment dated as of March 3, 1992, is between Norfolk Southern Corporation, as agent for NORFOLK AND WESTERN RAILWAY COMPANY and NORFOLK SOUTHERN RAILWAY COMPANY (formerly named Southern Railway Company) (collectively, the "Lessor"), and WHEELING & LAKE ERIE RAILWAY COMPANY ("Lessee").

Recitals

A. Lessor and Lessee entered into an Equipment Lease Agreement dated May 17, 1990 (recorded May 23, 1990, and assigned recordation number 16875), covering the lease of certain railroad equipment by Lessor to Lessee, and amended that agreement pursuant to a Statement of New Numbers dated December 19, 1990, an Amendment dated May 20, 1991, an Amendment dated July 31, 1991, and an Amendment dated December 26, 1991 (the Equipment Lease Agreement, as amended, is referred to herein as the "Lease").

B. Effective December 31, 1990, the corporate name of Southern Railway Company was changed to Norfolk Southern Railway Company.

C. Lessor and Lessee desire to amend the Lease to provide for the deletion therefrom of certain items of equipment and to confirm the identification of units of equipment subject to the Lease.

NOW, THEREFORE, Lessor and Lessee agree to amend the Lease as follows:

1. Not later than two weeks from the date of this Amendment, Lessee shall tender the return to Lessor of, and shall return to Lessor, the 70-ton open top hopper cars identified by car number on the attached Annex I (a total of 240 cars). Lessor shall accept the return of the tendered cars in interchangeable condition, unless otherwise agreed to by Lessor, at Bellevue, Ohio, or at another mutually agreeable location, upon completion of the Delivery and Acceptance procedures set forth in Section 2 of the Lease. Prior to return, Lessee shall remove any identification marks it has placed on the cars and restore Lessor's reporting initials and road numbers in accordance with Lessor's instructions. Accrued Use Rental with respect to returned cars shall be prorated as of the date that Lessee delivers and Lessor accepts return of such cars. Upon acceptance of the return of cars by Lessor, such returned cars shall be deemed to be removed from and no longer subject to the terms of the Lease. Until the return of the cars identified on Annex I, such cars shall remain subject to all the terms and conditions of the Lease.

2. Effective upon the fourteenth day after the date of this Amendment, Exhibits A and B to the Lease shall be amended in

their entirety and restated as set forth on Exhibits A and B attached hereto.

3. Except as amended herein, the terms and conditions of the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Amendment to be signed by their authorized officers as of the date first written above.

NORFOLK SOUTHERN CORPORATION, as
agent for NORFOLK AND WESTERN
RAILWAY COMPANY and NORFOLK
SOUTHERN RAILWAY COMPANY

By: 
Executive Vice President-Finance

WHEELING & LAKE ERIE RAILWAY
COMPANY

By: 
Vice President-Finance

COMMONWEALTH OF VIRGINIA)
) SS:
CITY OF NORFOLK)

On this 6th day of March, 1992, before me personally appeared John R. Turbyfill, to me personally known, who being by me duly sworn, says that he is Executive Vice President - Finance of Norfolk Southern Corporation, 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.

Carole M. Kuzing
Notary Public

My Commission expires: My Commission Expires May 31, 1994

STATE OF Ohio)
) SS:
COUNTY OF Stark)

On this 9th day of March, 1992, before me personally appeared Hart V. Glastin, to me personally known, who being by me duly sworn, says that he is Vice President Finance of Wheeling & Lake Erie 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.

Paula Keller
Notary Public

My Commission expires: Oct. 18, 1995



ANNEX I

NW	27125	27620	36158	38713	39833	40569
	27136	27640	36535	38837	39904	40584
	27146	27652	36606	39376	40022	40601
	27248	27693	36649	39508	40077	40620
	27172	27713	36851	39640	40280	40633
	27192	27794	37034	39665	40323	40672
	27208	27939	37456	39691	40369	40717
	27270	27953	37537	39712	40407	40741
	27280	34244	37791	39737	40473	40744
	27289	34553	37987	39764	40519	40763
	27355	35190	38250	39777	40529	40917
	27375	35332	38394	39788	40551	40952
	27412	35624	38403	39800	40554	40999
	27425	35780	38601	39823	40564	41010
	27551	36121	38702	39824	40565	41156
NW	41177	41641	76817	SOU	72050	
	41200	41645	76846		73057	
	41226	41665	84023		73075	
	41295	41743	84100		73798	
	41349	41753	84182		73855	
	41424	41758	84199		74737	
	41492	41789	84288		281005	
	41494	41890	84313		281184	
	41535	41909	102444		281308	
	41541	41917	105361		72121	
	41563	76633	107931		73821	
	41564	76653	27804		73914	
	41610	76715	39285		74744	
	41612	76724	40581		281203	
	41628	76729	40900		281222	
			104481		281368	
NW	27167	38640	39945	40605	41446	76615
	27226	38846	40067	40647	41478	76690
	27370	39081	40087	40706	41502	76700
	27782	39133	40101	40787	41511	84169
	27877	39262	40108	40838	41586	84332
	34370	39354	40133	40839	41668	101582
	35419	39385	40139	40848	41677	101829
	35657	39437	40150	40872	41680	102111
	36467	39450	40152	40939	41686	102148
	36648	39451	40338	40958	41691	105014
	37107	39511	40340	41055	41794	105128
	37222	39525	40472	41104	41852	107793
	38125	39620	40577	41284	41942	107943
	38379	39707	40594	41285	41945	
	38518	39739	40604	41337	41995	

Exhibit A

	<u>Quantity</u>	<u>Lease Value</u>	<u>Total Lease Value</u>
GP-30, GP-35 Locomotive	43	\$ 75,000	3,225,000
SD-35, SD-45 Locomotive	5	90,000	450,000
Unrehabilitated SD-45 Locomotive	3	60,000	180,000
Slug	2	25,000	50,000
SD 45 Locomotive Hulk	1	20,600	20,600
GP 35 Locomotive Hulk	1	18,000	18,000
70 Ton Open Top Hopper	350	6,000	2,100,000
70 Ton Gondola	200	13,000	2,600,000
Telemetry Devices	14 sets	3,000	42,000
Cabooses	10	3,000	30,000
Tamper Jackson 6000	1	66,857	66,857
Tamper Jackson 6000	1	62,958	62,958
Ballast Regulator Kershaw	1	12,059	12,059
Ballast Regulator Kershaw	1	12,199	12,199
Switch Tamper	1	13,925	13,925
Tie Knock Out	1	65,280	65,280
Spiker	1	11,239	11,239
Scarifier	1	11,704	11,704
Dump Air Activated	1	15,000	15,000
Dump Air Activated	1	50,000	<u>50,000</u>
			\$ 9,036,821

In addition to the above, Lessee will lease such other locomotives, rolling stock, and maintenance equipment as may be agreed by the parties hereto and reflected in an amendment or amendments to this Agreement with total lease value not in excess of sixteen million seven hundred thousand dollars (\$16,700,000).

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>		
EMD Model GP-35 Locomotives	43	WE 2645	WE 2662	WE 2695
		WE 2650	WE 2675	WE 2699
		WE 2651	WE 2691	WE 2701
		WE 2652	WE 2671	WE 2703
		WE 2653	WE 2672	WE 2705
		WE 2654	WE 2673	WE 2706
		WE 2655	WE 2676	WE 2707
		WE 2656	WE 2679	WE 2708
		WE 2657	WE 2680	WE 2709
		WE 2659	WE 2682	WE 2710
		WE 2664	WE 2683	WE 2711
		WE 2666	WE 2684	WE 2712
		WE 2660	WE 2686	WE 2713
		WE 2661	WE 2687	WE 2714
			WE 2715	
EMD Model SD-45 Locomotives	5	WE 1765		
		WE 1766		
		WE 1767		
		WE 1768		
		WE 1769		
Locomotive Slugs, Model RP-E6	2	WE 9950		
		WE 9951		
Unrehabilitated EMD Model SD-45 Locomotives	3	WE 1770		
		WE 1784		
		WE 1800		
EMD GP-35 Locomotive Hulk	1	WE 2702		
EMD SD-45 Locomotive Hulk	1	WE 3161		
Cabooses	10	WE 518514	WE 518687	WE 557569
		WE 518647	WE 518693	WE 557571
		WE 518663	WE 557528	WE 557587
		WE 518670		

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>		
70-Ton Gondola Cars	200	WE 291006	WE 314051	WE 314254
		WE 291021	WE 314052	WE 314258
		WE 291025	WE 314071	WE 314281
			WE 314072	WE 314287
		WE 291044	WE 314075	WE 314288
		WE 291056	WE 314081	WE 314289
		WE 291059	WE 314087	WE 314294
		WE 291060	WE 314107	WE 314296
		WE 291074	WE 314108	WE 314297
			WE 314110	WE 314299
		WE 291079	WE 314117	
		WE 291081	WE 314119	WE 328019
			WE 314121	WE 328022
			WE 314128	
			WE 314135	WE 328025
		WE 291104	WE 314136	WE 328042
		WE 291107	WE 314139	WE 328043
			WE 314141	WE 328053
			WE 314142	WE 328073
		WE 291123	WE 314143	WE 328074
		WE 291133		WE 328084
		WE 291139	WE 314147	WE 328087
		WE 291144		WE 328091
		WE 291158	WE 314153	
		WE 291165	WE 314161	WE 328126
		WE 291185	WE 314164	WE 328127
			WE 314169	WE 328134
		WE 291199	WE 314170	WE 328138
		WE 291211	WE 314172	WE 328151
		WE 291215	WE 314173	WE 328158
			WE 314176	
		WE 291222	WE 314178	WE 328194
		WE 291231		WE 328201
		WE 291244	WE 314182	WE 328203
			WE 314196	
			WE 314202	WE 328262
			WE 314204	WE 328263
		WE 291263	WE 314208	
		WE 291264		
		WE 314009	WE 314219	WE 328321
		WE 314010	WE 314223	WE 328329
		WE 314011	WE 314226	WE 328345
			WE 314227	WE 328367
		WE 314017	WE 314229	WE 328391
			WE 314230	
		WE 314035		
		WE 314039	WE 314233	WE 328419
		WE 314048	WE 314245	WE 328434
		WE 314050		

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>	
70-Ton Gondola Cars (Cont'd.)		WE 60362	WE 61062
		WE 60381	WE 61077
	WE 328478	WE 60392	WE 61078
	WE 328511	WE 60409	WE 61090
	WE 328529	WE 60478	WE 61092
	WE 328536		
		WE 60503	WE 61122
		WE 60535	WE 61153
	WE 328548	WE 60580	WE 61158
	WE 328555		WE 61165
	WE 328565	WE 60615	
	WE 328567		WE 61193
		WE 60645	WE 61209
	WE 328577	WE 60661	WE 61224
	WE 328583	WE 60745	WE 61232
	WE 328588	WE 60747	WE 61238
	WE 328594		WE 61258
	WE 60009	WE 60769	
	WE 60016	WE 60778	WE 61272
	WE 60022		
	WE 60029		
	WE 60047	WE 60793	WE 61313
		WE 60816	
	WE 60079	WE 60825	WE 61345
	WE 60084		
	WE 60091	WE 60832	WE 61352
			WE 61362
	WE 60107	WE 60854	
		WE 60855	
	WE 60141	WE 60869	WE 61393
	WE 60176		WE 61405
	WE 60182	WE 60891	WE 61409
	WE 60200	WE 60917	WE 61418
	WE 60202	WE 60931	
		WE 61028	WE 61441
		WE 61052	WE 61464
	WE 60312	WE 61061	WE 61494
	WE 60324		

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>	
70-Ton Open Top Hopper Cars	350		WE 027863
		WE 027371	
			WE 027882
		WE 027010	WE 027883
		WE 027019	WE 027889
		WE 027024	WE 027908
		WE 027026	WE 027909
		WE 027042	WE 027919
		WE 027049	WE 027937
		WE 027085	WE 027422
		WE 027096	WE 027948
		WE 027101	WE 027493
		WE 027121	WE 027513
			WE 027976
			WE 027977
		WE 027127	WE 034167
		WE 027131	WE 027544
			WE 027550
		WE 027138	WE 034404
			WE 027565
			WE 027567
		WE 027153	WE 034626
		WE 027157	WE 034654
			WE 027599
			WE 027602
		WE 027188	
			WE 035209
		WE 027199	WE 027660
		WE 027205	WE 027662
			WE 035227
			WE 027670
		WE 027217	WE 027680
		WE 027221	WE 035315
			WE 035329
			WE 027681
			WE 027688
		WE 027237	
			WE 035424
		WE 027247	WE 027717
		WE 027252	WE 035436
			WE 027726
			WE 027736
		WE 027274	WE 035479
			WE 035540
			WE 035542
			WE 035545
		WE 027295	WE 027785
		WE 027297	WE 035548
		WE 027308	WE 035563
			WE 035574
		WE 027328	WE 027807
		WE 027338	WE 027809
		WE 027341	WE 027821
		WE 027343	WE 027828
		WE 027352	WE 027835
			WE 027837
		WE 027369	WE 027846
			WE 035628

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>		
70-Ton Open Top Hopper Cars (Cont'd.)		WE 035706		
			WE 039401	
		WE 035866		WE 039411
			WE 038455	
			WE 038541	
		WE 036228		
		WE 036229		
		WE 036275	WE 038655	
				WE 039461
		WE 036301		
		WE 036328		WE 039491
				WE 039498
		WE 036495	WE 038733	
			WE 038797	
				WE 039519
				WE 039531
				WE 039568
		WE 036653	WE 038982	WE 039571
				WE 039593
		WE 036962	WE 039018	
		WE 036979	WE 039099	
		WE 037089		
			WE 039180	
		WE 037118	WE 039222	
		WE 037248	WE 039235	
			WE 039239	WE 039720
			WE 039249	WE 039726
	WE 037428		WE 039732	
		WE 039257		
	WE 037464	WE 039268		
		WE 039281	WE 039745	
		WE 039301		
	WE 037747		WE 039765	
		WE 039305		
		WE 039322	WE 039783	
		WE 039334	WE 039792	
		WE 039338		
	WE 038184			
			WE 039818	
		WE 039378		

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>	
70-Ton Open Top Hopper Cars (Cont'd.)		WE 040513	
		WE 040514	
		WE 040159	
	WE 039839	WE 040164	
		WE 040166	WE 040542
	WE 039861	WE 040170	
	WE 039863	WE 040197	
	WE 039872	WE 040206	
	WE 039875	WE 040220	WE 040566
	WE 039891	WE 040240	WE 040574
	WE 039894	WE 040246	
		WE 040260	
		WE 040265	
		WE 040273	WE 040589
			WE 040592
	WE 039921	WE 040289	WE 040596
	WE 039925	WE 040292	
			WE 040602
		WE 040304	
	WE 039963	WE 040311	
	WE 039978	WE 040313	WE 040613
			WE 040616
	WE 039990	WE 040327	
			WE 040348
	WE 040042		
	WE 040045		
	WE 040048	WE 040387	WE 040685
			WE 040691
	WE 040071		
		WE 040410	WE 040713
	WE 040082	WE 040411	
		WE 040413	WE 040726
WE 040091	WE 040417	WE 040727	
WE 040105			
WE 040106	WE 040450	WE 040757	
WE 040121	WE 040471	WE 040764	
		WE 040779	
		WE 040797	
WE 040143	WE 040507		

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>		
70-Ton Open Top Hopper Cars (Cont'd.)		WE 040809	WE 041219	WE 041583
		WE 040837	WE 041242 WE 041251	WE 041600 WE 041602 WE 041611
		WE 040841	WE 041278 WE 041279	
		WE 040854		
		WE 040857		
		WE 040858		
		WE 040859	WE 041308 WE 041316	
		WE 040877		
			WE 041355 WE 041361	WE 041696 WE 041700
		WE 040920	WE 041362 WE 041406 WE 041407	WE 041703 WE 041741
		WE 040954	WE 041420	WE 041744 WE 041745
		WE 040965		
		WE 040981	WE 041439	WE 041760
		WE 041000		
		WE 041009	WE 041447 WE 041453	WE 041784
		WE 041016	WE 041462	WE 041793
		WE 041024		
		WE 041042		WE 041834
		WE 041106		
		WE 041109	WE 041504	WE 041851
			WE 041514	
		WE 041163		WE 041874
		WE 041164		WE 041902 WE 041906
			WE 041550 WE 041554	
		WE 041198		
		WE 041202		WE 041921 WE 041927
		WE 041217		WE 041941

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>		
70-Ton Open Top Hopper Cars (Cont'd.)			WE 104802	
			WE 104831	
			WE 104877	
		WE 041957	WE 084194	
		WE 041963		
		WE 041964	WE 084215	
			WE 084250	
		WE 041978	WE 084251	
		WE 041985	WE 084274	
			WE 084284	
			WE 084304	
		WE 076545		
		WE 076590		
		WE 076592		
			WE 101427	
		WE 076666	WE 101930	
		WE 076703		
			WE 102266	
		WE 076732		
			WE 102487	
		WE 076803	WE 104430	
		WE 076813	WE 104433	
			WE 104439	
		WE 076828	WE 104444	
		WE 076844	WE 104449	
			WE 104458	
		WE 076853		
		WE 076858	WE 104468	
		WE 076873	WE 104473	
		WE 076887	WE 104478	
			WE 104480	
		WE 076917		
		WE 076930		
	WE 084005	WE 104498		
	WE 084085			
	WE 084113	WE 104756	WE 27001	
	WE 084161		WE 38556	

<u>Description</u>	<u>Quantity</u>	<u>Identification Number</u>
70-Ton Open Top Hopper Cars (Cont'd.)		WE 76622
		WE 40882
		WE 41159
		WE 41532
		WE 41749
Switch Tamper	1	ET-38-SM
Air Dump Cars	2	WE 991954 WE 991978
Jackson Tampers	2	JT-8104-JL-N JT-7804-JL-N
Kershaw Ballast Regulators	2	BR-7601 BR-7704
Tie Knock Out	1	TRI-8501-P
Spiker	1	NS-7703-FN
Scarifier	1	TBS-8201
Telemetry Devices	14 sets	
14 Head of Train	D 1244	D 1248
	D 1324	D 1670
	D 1224	D 1666
	D 1269	D 1972
	D 1199	D 1311
	D 1312	D 1931
	D 1636	D 1283
14 End of Train	NSX 5342	NSX 5202
	NSX 5635	NSX 5163
	NSX 5276	NSX 5113
	NSX 5507	NSX 5475
	NSX 5464	NSX 5540
	NSX 5043	NSX 5543
	NSX 5206	NSX 5563