

NORFOLK SOUTHERN CORPORATION

LAW DEPARTMENT

THREE COMMERCIAL PLACE
NORFOLK, VIRGINIA 23510-9241
757-629-2634
FACSIMILE - 2607

WILLIAM A. NOELL, JR.
CORPORATE COUNSEL

March 29, 1999

HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW, Room 711
Washington, DC 20423

RECORDATION NO. 21912-B FILED

MAR 30 '99

3-10PM

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board ten (10) original counterparts, properly executed and acknowledged, of the document described below. I request that nine (9) of the counterparts (bearing the Board's stamped evidence of recordation) be returned to the person hand-delivering the counterparts for filing.

This document is an amendment, dated as of March 25, 1999, to Schedule A of the Amended and Restated Equipment Trust Agreement, dated as of December 15, 1998, that was filed with the Board on March 3, 1999, and **assigned Recordation Number 21912-A**. The names and addresses of the parties to this document are:

TRUSTEE/LESSOR:

The First National Bank of Maryland,
a division of FMB Bank
25 South Charles Street - MC 101-591
16 Floor - Corporate Trust Administration
Baltimore, Maryland 21201

LESSEE/GUARANTOR:

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510-2191

The equipment covered by this document is described in Schedule A hereto.

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

Amendment, dated as of March 25, 1999, to Schedule A of the Amended and Restated Equipment Trust Agreement, dated as of December 15, 1998, between The First National Bank of Maryland, a division of FMB Bank, 25 South Charles Street - MC 101-591, 16 Floor - Corporate Trust Administration, Baltimore, Maryland 21201, as Trustee/Lessor, and Norfolk Southern Railway Company, Three Commercial Place, Norfolk, Virginia 23510-2191, as Lessee/Guarantor.

The recordation fee of \$26.00 (49 C.F.R. § 1002.2(f)(83)) will be paid by the person hand-delivering the counterparts, to whom the unused, stamped counterparts and the extra copy of this transmittal letter are to be returned.

Please acknowledge receipt on the enclosed copy of this letter.

Sincerely yours,


William A. Noell, Jr.

cc: The First National Bank of Maryland
Attention: Mr. Brown/Corporate Trust Administration

Schedule A

Description of Trust Equipment

| <u>Number of Units</u> | <u>Description</u> | <u>AAR Mechanical</u> | <u>NS Road Numbers</u> |
|----------------------------|---|---------------------------|--|
| 80 | DASH 9-40CW Diesel- Electric Locomotives (General Electric Company) | C-C | NS 9245-83, incl. NS 9310-50, incl.. |
| 200 | Single-Cradle Covered Coil Cars (National Steel Car Limited) | GBSR | NS165600- 165859, incl. |
| 26 | Auto Parts Boxcars | A606 | NS470225, 470229 470231, 470232 470234 470238-240, incl. 470242-259, incl. |

Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

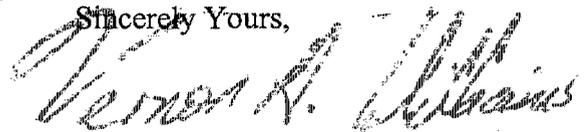
March 30, 1999

William A. Noell, Jr.
Norfolk Southern Corporation
Three Commercial Place
Norfolk VA 23510-9241

Dear Mr. Noell:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 30, 1999 at 3:10 PM, and assigned recordation number(s) 21912-B:

Sincerely Yours,

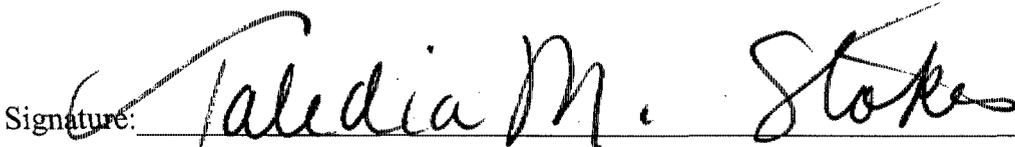


Vernon A. Williams
Secretary

Enclosure(s)

\$ 26.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



**NORFOLK SOUTHERN RAILWAY
EQUIPMENT TRUST, SERIES I** RECORDATION NO.

21912-B
FILED

MAR 30 '99

3-10PM

This Agreement, dated as of March 25, 1999 ("Agreement"), between THE FIRST NATIONAL BANK OF MARYLAND, a division of FMB Bank, as trustee ("Trustee"), and NORFOLK SOUTHERN RAILWAY COMPANY, a corporation duly organized and existing under the laws of the Commonwealth of Virginia ("Company"):

WITNESSETH

WHEREAS, THE FIRST NATIONAL BANK OF MARYLAND (acting at the time for itself and not as a division of FMB Bank) ("Original Trustee") and Company entered into an Equipment Trust Agreement, dated as of December 15, 1998 ("Trust Agreement"), which called for the issue of up to \$100,000,000 in trust certificates (in any aggregate amount, "Certificates"), and to which was appended as "Schedule A" a list identifying the equipment to be acquired to and to become subject to Norfolk Southern Railway Equipment Trust, Series I ("Series I Trust") created by and pursuant to the Trust Agreement;

WHEREAS, the Trust Agreement was filed with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. § 11301 and was assigned Recordation Number 21912;

WHEREAS, by Agreement dated as of February 26, 1999, Company and Original Trustee updated and amended the Trust Agreement, so as, among other things, (i) to reflect that the Original Trustee had become a division of FMB Bank and the Trust Agreement should be styled such that it is between Company and "The First National Bank of Maryland, a division of FMB Bank"; (ii) to amend Schedule A thereto to set forth the number and types of equipment that are to become subject to the Series I Trust; and (iii) to restate in its entirety the Trust Agreement, as so amended (Amended and Restated Trust Agreement);

WHEREAS, the Amended and Restated Trust Agreement was filed with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. § 11301 and was assigned Recordation Number 21912-A;

WHEREAS, prior to closing the sale of the Equipment Trust Certificates authorized under the Amended and Restated Agreement, the parties wish further to amend Schedule A thereto to identify and set forth the number, types of equipment and road numbers -- in particular, to update the road numbers of the diesel-electric locomotives -- that are to become subject to the Series I Trust;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein, the adequacy and sufficiency of which are mutually acknowledged, Trustee and Company hereby agree as follows:

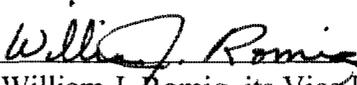
1. Schedule A to the Amended and Restated Trust Agreement (a) is amended by updating the road numbers of the diesel-electric locomotives that are to be subject to the trust; and (b) is replaced in its entirety by the Schedule A that is attached hereto as Appendix 1 and hereafter shall be deemed to be the Schedule A that is referred to in the Amended and Restated Trust Agreement, as on file with the STB on the date this Agreement is recorded with the STB;.
2. Company shall cause this Agreement, or an appropriate memorandum thereof, to be recorded promptly with the STB in accordance with the provisions of Section 6.4 of the Trust Agreement; and
3. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts -- without regard to number -- together shall constitute but a single instrument.

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

THE FIRST NATIONAL BANK OF MARYLAND,
A DIVISION OF FMB BANK

By 
Robert D. Brown, its Vice President

NORFOLK SOUTHERN RAILWAY COMPANY

By 
William J. Romig, its Vice President

State of Maryland)
) ss.:
City of Baltimore)

On this 24 day of March, 1999, before me personally appeared Robert D. Brown, to me personally known, who being by me first duly sworn say he is a vice president of The First National Bank of Maryland, a division of FMB Bank, that the foregoing instrument was signed on behalf of said bank 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 bank

Deborah K. Bailey

Notary

My Commission Expires MY COMMISSION EXPIRES 4/13/02

SEAL



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

On this 25th day of March, 1999, before me personally appeared William J. Romig, to me personally known, who being by me first duly sworn say he is a vice president of Norfolk Southern Railway Company, that the foregoing instrument was signed 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.

Kathryn G. Brandi

Notary

My Commission Expires December 31, 2003

SEAL



SCHEDULE A

Description of Trust Equipment

| <u>Number of Units</u> | Description | NS <u>Road Numbers</u> |
|----------------------------|---|--|
| 80 | DASH 9-40CW Diesel- Electric Locomotives (General Electric Company) | NS 9245-9283, incl. NS 9310-9350, incl. |
| 200 | Single-Cradle Covered Coil Cars (National Steel Car Limited) | NS 165660- 165859, incl. |
| 26 | Auto Parts Boxcars (Trinity Industries, Inc.) | NS 470225, 470229, 470231, 470232 470234, 470238-240, incl. 470242-259, incl. |