NORFOLK SOUTHERN

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October 22, 1991

RECORDATION NO 16583-A FILED 1425

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INTERSTATE COMMERCE COMMISSION

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 five (5) counterparts, properly executed and acknowledged, of the document described below.

This document is a Supplemental Agreement, a secondary document, dated as of October 1, 1991. The primary document to which this is connected is recorded under Recordation No. 16583.

The names and addresses of the parties to the secondary document are as follows:

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

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

OCT 23 1 33 PM '91
HONOR OPERATING UNIT

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

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (both inclusive)
43	100-ton Centerbeam Flat Cars	FBC	NS 120207-120249

Melinda Castillo

Counterparts

Each unit of the equipment will be marked in letters not less than one inch in height with the words:

OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION

or other appropriate words of similar import.

A fee of $16.00 is enclosed. Please return four of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Supplemental Agreement dated October 1, 1991, to Equipment Trust Agreement dated November 15, 1989 with Recordation No. 16583, between Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, MD 21203, Trustee/Lessor, and Norfolk and Western Railway Company, Three Commercial Place, Norfolk, Virginia 23510, Lessee/Guarantor, and covering 43 centerbeam flat cars numbered 120207-120249.

Very truly yours,

J. Gary Lane

jgl

Enclosures

RECORDATION NO 16583 A
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INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT is made and entered into as of October 1, 1991, by and between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, as trustee (the "Trustee"), and NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company");

WITNESSETH THAT:

WHEREAS, "NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST, SERIES NO. 20" was created pursuant to an Equipment Trust Agreement dated as of November 15, 1989, between the Trustee and the Company, as amended and supplemented (such agreement, as amended and supplemented, is referred to herein as the "Trust Agreement");

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C § 11303 and was assigned recordation number 16583;

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

WHEREAS, Section 4.9 of the Trust Agreement provides that, upon the filing with the Trustee of appropriate documents, any Replacement Funds, as defined therein, may be applied to the purchase of additional units of Equipment, in an amount not exceeding the lesser of the Cost or Fair Value, as defined therein, of such additional Equipment; and

WHEREAS, the Company, pursuant to the provisions of Section 4.9 of the Trust Agreement, now proposes to cause to be sold, assigned and transferred to the Trustee additional Equipment which shall become subject to the Trust Agreement.

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 is hereby amended to include therein the following additional units of Trust Equipment:

Quantity	Description	Identifying Numbers
43	73' 100-ton Centerbeam Flat Cars, Trinity Industries, Inc., builder	NS 120207-120249, 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 Trust 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 shall be deemed to be supplemented so as to include the Trust 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, the Company and the Trustee have caused this instrument to be signed and acknowledged by their authorized officers as of the dated first written above.

NORFOLK AND WESTERN RAILWAY COMPANY

By: _____
Vice President

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee

By: _____
Vice President

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

On this 22nd day of October, 1991, before me, a Notary Public, personally appeared C. M. Green, to me personally known, who, being by me duly sworn, says he is a Vice President of NORFOLK AND WESTERN 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.

Jeanie B. Davis
Notary Public

My commission expires: May 29, 1995

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

On this 21st day of October, 1991, 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 R. Huggins
Notary Public

My commission expires: OCT 22 1994