



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

1-296A009

October 22, 1991

RECORDATION NO 9120-10 FILED 1425

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

OCT 23 1991 - 1 40 PM
 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 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. 9120.

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

LESSOR/TRUSTEE: CoreStates Bank, N.A.
 510 Walnut Street
 Philadelphia, PA 19106

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

OCT 23 1 33 PM '91
 MOTOR OPERATING UNIT

The equipment covered by the secondary document 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 Centerbeam Flat Cars	FBC	NS 120180-120184

Melinda Castello
C. D. [unclear]

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

OWNED BY A BANK OR TRUST COMPANY UNDER A
SECURITY AGREEMENT FILED UNDER INTERSTATE
COMMERCE ACT, SECTION 20c

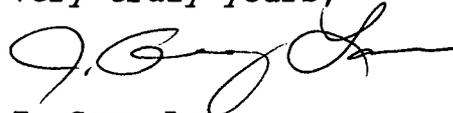
or other appropriate words of similar import.

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 December 1, 1977 with Recordation No. 9120, between CoreStates Bank, N.A., 510 Walnut Street, Philadelphia, PA 19106, Trustee/Lessor, and Norfolk and Western Railway Company, Three Commercial Place, Norfolk, Virginia 23510, Lessee/Guarantor, and covering 5 centerbeam flat cars numbered 120180-120184.

Very truly yours,



J. Gary Lane

jgl

Enclosures

OCT 23 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT is made and entered into as of October 1, 1991, by and between CORESTATES BANK, N.A. (formerly First Pennsylvania Bank N.A.), a national banking association organized under the laws of the United States, 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. 6" was created pursuant to an Equipment Trust Agreement dated as of December 1, 1977, 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 9120;

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 4.09 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 4.09 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:

<u>Quantity</u>	<u>Description</u>	<u>Identifying Numbers</u>
5	73' 100-ton Centerbeam Flat Cars, Trinity Industries, Inc., builder	NS 120180-120184, 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 6.04 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

CORESTATES BANK, N.A., 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. Gruen, 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.

Jennie B. Davis
Notary Public

My commission expires: May 29, 1995

STATE OF PENNSYLVANIA)
) ss.:
CITY AND COUNTY OF PHILADELPHIA)

On this 21st day of October, 1991, before me, a Notary Public, personally appeared RICHARD HOJNOWSKI, to me personally known, who, being by me duly sworn, says he is a Vice President of CORESTATES BANK, N.A., 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.

Debra S. Butler
Notary Public

My commission expires:

NOTARIAL SEAL
DEBRA S. BUTLER Notary Public
PHILADELPHIA PHILADELPHIA COUNTY
My Commission Expires November 15, 1993