



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

RECORDATION NO. 23251-A FILED

MAR 23 '01 1:54 PM

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SURFACE TRANSPORTATION BOARD

James A. Squires
Senior General Attorney

—
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March 21, 2001

HAND DELIVERY

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

Recordation No. 23251

Dear Mr. Williams:

In accordance with 49 U.S.C. 11301 and the Board's Rules, I submit herewith for recording with the Board six (6) original counterparts, properly executed and acknowledged, of the document described below. I request that five (5) 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 a MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT, dated as of November 30, 2000. The names and addresses of the parties to this document are:

TRUSTEE/LESSOR:

Allfirst 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 as described on Schedule A to the document.

The recordation fee 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.

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

Amended and Restated Equipment Trust Agreement dated as of November 30, 2000, between Allfirst Bank, 25 South Charles Street - MC 101-591, 16th 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, covering 160 (one-hundred, sixty) DASH 9-40CW Diesel-Electric Locomotives, numbered **NS 9535 - 9694**, inclusive; and 10 (ten) SD70 Diesel-Electric Locomotives, numbered **NS 2581 - 2590**, inclusive.

Please acknowledge receipt on the enclosed copy of this letter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "J. A. Squires". The signature is fluid and cursive, with a prominent initial "J" and a long, sweeping underline.

James A. Squires

Encls.

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TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDED AND RESTATED
EQUIPMENT TRUST AGREEMENT,

between

ALLFIRST BANK, a Maryland state-chartered
commercial bank, as trustee (hereinafter called
the **Trustee**), whose address is
25 South Charles Street
Baltimore, Maryland 21201,

and

NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia
corporation (hereinafter called the **Railway**),
whose address is
110 Franklin Road, S.E.
Roanoke, Virginia 24042-0054

WHEREAS the Trustee and the Railway have entered into
that certain Equipment Trust Agreement dated as of
November 30, 2000 (hereinafter called the **Original
Agreement**), creating the Norfolk Southern Railway Company
Equipment Trust, Series K, covering the railroad equipment
listed in Schedule A hereto, bearing the reporting marks and
road numbers of Norfolk Southern Railway Company shown in
said Schedule A, and all additions and alterations thereof,
replacements thereof and substitutions therefor;

WHEREAS the Original Agreement has been recorded with
the Surface Transportation Board pursuant to section 11301
of Title 49 of the United States Code on December 12, 2000,
and assigned recordation number 23251; and

WHEREAS the Trustee and the Railway have amended the
Original Agreement by entering into the Amended and Restated
Equipment Trust Agreement dated as of November 30, 2000
(hereinafter called the **Amended Agreement**), which, *inter
alia*, provides for maturity of the equipment trust
certificates issued thereunder on March 15, 2008.

IN WITNESS WHEREOF, the Trustee and the Railway wish to show for the public record (a) the ownership of the said railroad equipment by the Trustee, as trustee under the Amended Agreement, as security for the obligations of the Railway under the Amended Agreement and the equipment trust certificates issued thereunder, and (b) the leasehold interest of the Railway in said railroad equipment thereunder, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

ALLFIRST BANK, as trustee

by *Robert D. Brown*

NORFOLK SOUTHERN RAILWAY COMPANY

by *William D. Roney*

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this *19th* day of March, 2001, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Vice President of ALLFIRST BANK, and 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.

Sandra L. Buckle
Notary Public

My commission expires *5/1/2002*

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

On this *21st* day of March, 2001, before me personally appeared *William J. Romig*, to me personally known, who, by me being duly sworn, says that he is *Vice President & Treasurer* 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.

Sandra J. Borby
Notary Public

My commission expires **MARCH 31, 2002**

SCHEDULE A
(Amended and Restated Equipment Trust Agreement
dated as of November 30, 2000)

<u>Quantity</u>	<u>Description</u>	NS Road Numbers <u>(Inclusive)</u>
10	SD70 Diesel-Electric Locomotives (Electro-Motive Division of GM)	2581 - 2590
160	DASH 9-40CW Diesel- Electric Locomotives (General Electric Company)	9535 - 9694