

Resolved That the president be and he hereby is authorized for and in behalf of this company, and as its act and deed, to offer its corporate seal to each of the said bonds and to such class of trust or mortgage, and to sign the same as such president and to cause the same to be duly attested by the secretary, and when so executed to acknowledge and deliver the same and cause the said mortgage to be recorded. Resolved That if before the issue and negotiation of the entire issue of the said first series, it shall be found feasible to borrow a percentage of interest thereon that the company negotiates like bonds after issue of said series shall specify instead of six per cent, such lower rate of interest as may hereafter be determined upon both in the body of such bonds and the coupons thereunto attached. And it was further Resolved By the board at such meeting. Resolved That bonds to the amount at par value of \$1,000,000 be executed and delivered to the Fidelity Insurance Trust and Safe Deposit Company, as trustee to be held for the purpose of retiring the "Divisional Securities" now outstanding, as above mentioned, which shall be done from time to time in the manner provided in the General Mortgage, this day authorized and approved, it being understood that said bonds shall be set apart for said purpose and shall be used for no other. And it was further Resolved By the said board at such meeting. Resolved That the aggregate amount of all the bonds secured by such mortgage (including of the bonds to be issued to take up the Divisional bonds now secured by mortgage upon certain divisions of the railroad of the Company) shall at no time exceed the sum of eleven millions (\$11,000,000) dollars, but may at all times including the bonds set apart to take up the divisional securities be equal to the sum of eleven millions (\$11,000,000) dollars, and that after the payment and cancellation of the said bonds to be immediately issued hereunder as to be hereafter issued under such mortgage as of any portion thereof an equal amount of bonds may be made and issued by the company in lieu or substitution of any which may have been so paid or cancelled, and any and all bonds so issued in lieu or substitution shall be entitled to all the security of this said mortgage and of trust which is given to the bonds first secured hereunder, it being intended that the whole amount of bonds to be secured by the said deed of trust or mortgage shall not exceed at any time eleven millions (\$11,000,000) dollars, that they may at all times be kept up to that amount and that such mortgage as deed of trust shall be a continuing security for such bonds as may hereafter be issued thereunder as well as for the series which it is now proposed to issue. And it was further Resolved That all the bonds intended to be secured by the said deed of trust or mortgage as well as the eleven thousand bonds now authorized to be issued and those which may be made and issued from time to time after the payment of the whole of said eleven thousand bonds as any portion thereof shall from time to time be made, executed, and issued when and as authorized by resolution of the board of directors. And Whereas the Norfolk and Western Railroad Company in pursuance of said resolution and of all and every legal power and authority is