HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

August 5, 1998

RECORDATION NO. 20822-F FILED
AUG 10 '98 11-19 AM

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Dear Mr. Williams:

Enclosed are two (2) originals of **Amendment No. 1** dated as of June 23, 1998 to Schedule No. 5 dated as of April 1, 1998 to the Master Lease Agreement dated as of July 15, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Norfolk Southern Railway Company 110 Franklin Road, SE Roanoke, VA 24042-0041

The equipment involved in this transaction is as follows:

Equipment:	See attached Annex A.1 for reporting mark & numbers.

Please file this amendment as a supplementary document to Recordation No.20822 filed on August 17, 1998 and return one (1) stamped original to my attention. A check for the filing fee of $26.00 is enclosed.

Sincerely,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

nsr011s5.1final

RECORDATION NO. 20822-E FILED
AUG 10 '98 11-19 AM

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (**"Amendment"**) to Schedule No. 5 dated as of April 1, 1998 (**"Schedule"**) to the Master Lease Agreement dated as of July 15, 1996 (**"Master Lease"**) **HELM FINANCIAL CORPORATION** (**"Lessor"**) and **NORFOLK SOUTHERN RAILWAY COMPANY** (**"Lessee"**) is dated as of June 23, 1998.

R E C I T A L S :

A. Lessor and Lessee are parties to the Master Lease and Schedule pursuant to which four hundred sixty-two (462) open top hopper railcars (**"Unit(s)"**) were leased by Lessor to Lessee.

B. Lessor and Lessee desire to provide the reporting mark and numbers for the Units that were delivered to Lessee.

C. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.

2. Retroactive to April 1, 1998, Annex A to the Schedule is replaced by Annex A.1 attached hereto and all references in the Schedule to Annex A shall be deemed to refer to Annex A.1 hereto.

3. Lessee hereby accepts the Units under the Master Lease and the Schedule as of the Delivery Dates provided in Annex A.1 hereto and Lessee acknowledges that each Unit is in good order, condition and repair and is subject in all respects to the terms, provisions, requirements and standards of the Master Lease and the Schedule.

4. Section 7 of the Schedule is hereby replaced by the following:

"7. Settlement Value: For any Unit which suffers a Casualty Occurrence pursuant to Subsection 9(b) of the Master Lease, Lessee shall pay to Lessor a settlement value for such Unit in either the amount of nineteen thousand dollars ($19,000.00) or the amount as determined by Rule 107 of the Field Manual of the AAR Interchange Rules and Car Hire Agreement, whichever is greater."

5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has caused this Amendment No. 1 to Schedule No. 5 to be executed by its duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: _____

Print Name: Richard C. Kirchner

Title: President

LESSEE

NORFOLK SOUTHERN RAILWAY COMPANY

By: _____

Print Name: William T. Rousis

Title: Manager Purchasing - CAR

ANNEX A.1

To Schedule No. 5 dated as of April 1, 1998, as amended, to the Master Lease Agreement dated as of July 15, 1996 between Helm Financial Corporation and Norfolk Southern Railway Company

Equipment Description:

Four hundred sixty-two (462), 3,420 and 3,433 cubic foot, 100-ton, three pocket, open top coal hopper railcars; built by either Gre C&O Raceland shops in 1979, 1980 and 1981.

	Unit Numbers:		Delivery Date:		Unit Numbers:		Delivery Date:
1	HLMX	35091		49	HLMX	35235	06/13/98
2	HLMX	35188	06/13/98	50	HLMX	35236	05/11/98
3	HLMX	35189	06/13/98	51	HLMX	35237	06/16/98
4	HLMX	35190		52	HLMX	35238	06/06/98
5	HLMX	35191	06/16/98	53	HLMX	35239	06/22/98
6	HLMX	35192	06/13/98	54	HLMX	35240	06/06/98
7	HLMX	35193	06/13/98	55	HLMX	35241	05/16/98
8	HLMX	35194	06/13/98	56	HLMX	35242	06/22/98
9	HLMX	35195	06/16/98	57	HLMX	35243	06/06/98
10	HLMX	35196	06/13/98	58	HLMX	35244	05/16/98
11	HLMX	35197	06/13/98	59	HLMX	35245	
12	HLMX	35198	06/13/98	60	HLMX	35246	05/04/98
13	HLMX	35199	06/03/98	61	HLMX	35247	
14	HLMX	35200	06/06/98	62	HLMX	35248	05/11/98
15	HLMX	35201	06/16/98	63	HLMX	35249	06/22/98
16	HLMX	35202	06/13/98	64	HLMX	35250	06/22/98
17	HLMX	35203		65	HLMX	35251	06/13/98
18	HLMX	35204	05/04/98	66	HLMX	35252	05/16/98
19	HLMX	35205	06/06/98	67	HLMX	35253	06/06/98
20	HLMX	35206	04/21/98	68	HLMX	35254	06/16/98
21	HLMX	35207	05/04/98	69	HLMX	35255	04/26/98
22	HLMX	35208	04/24/98	70	HLMX	35256	04/21/98
23	HLMX	35209		71	HLMX	35257	05/11/98
24	HLMX	35210	06/06/98	72	HLMX	35258	05/04/98
25	HLMX	35211	06/13/98	73	HLMX	35259	04/21/98
26	HLMX	35212	05/16/98	74	HLMX	35260	06/22/98
27	HLMX	35213	06/16/98	75	HLMX	35261	
28	HLMX	35214	06/16/98	76	HLMX	35262	04/21/98
29	HLMX	35215	06/13/98	77	HLMX	35263	05/16/98
30	HLMX	35216	04/21/98	78	HLMX	35264	04/21/98
31	HLMX	35217	04/24/98	79	HLMX	35265	05/16/98
32	HLMX	35218	04/21/98	80	HLMX	35266	04/21/98
33	HLMX	35219	06/06/98	81	HLMX	35267	05/16/98
34	HLMX	35220		82	HLMX	35268	06/19/98
35	HLMX	35221	05/11/98	83	HLMX	35269	05/11/98
36	HLMX	35222	05/04/98	84	HLMX	35270	04/21/98
37	HLMX	35223		85	HLMX	35271	05/11/98
38	HLMX	35224	06/22/98	86	HLMX	35272	05/04/98
39	HLMX	35225	04/21/98	87	HLMX	35273	05/11/98
40	HLMX	35226	05/04/98	88	HLMX	35274	06/06/98
41	HLMX	35227	04/24/98	89	HLMX	35275	06/22/98
42	HLMX	35228	05/11/98	90	HLMX	35276	06/06/98
43	HLMX	35229	06/06/98	91	HLMX	35277	05/04/98
44	HLMX	35230	04/24/98	92	HLMX	35278	04/21/98
45	HLMX	35231	05/04/98	93	HLMX	35279	06/06/98
46	HLMX	35232		94	HLMX	35280	05/16/98
47	HLMX	35233	06/22/98	95	HLMX	35281	
48	HLMX	35234	06/06/98	96	HLMX	35282	04/24/98

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ANNEX A.1 - Continued

	Unit Numbers:		Delivery Date:
97	HLMX	35283	05/04/98
98	HLMX	35284	06/13/98
99	HLMX	35285	05/16/98
100	HLMX	35286	05/11/98
101	HLMX	35287	05/04/98
102	HLMX	35288	04/28/98
103	HLMX	35289	06/22/98
104	HLMX	35290	04/26/98
105	HLMX	35291	06/22/98
106	HLMX	35292	
107	HLMX	35293	06/16/98
108	HLMX	35294	06/03/98
109	HLMX	35295	05/16/98
110	HLMX	35296	06/22/98
111	HLMX	35297	05/11/98
112	HLMX	35298	06/06/98
113	HLMX	35299	05/16/98
114	HLMX	35300	06/03/98
115	HLMX	35301	05/04/98
116	HLMX	35302	04/27/98
117	HLMX	35303	06/13/98
118	HLMX	35304	05/11/98
119	HLMX	35305	06/13/98
120	HLMX	35306	06/16/98
121	HLMX	35307	05/16/98
122	HLMX	35308	06/16/98
123	HLMX	35309	06/03/98
124	HLMX	35310	06/06/98
125	HLMX	35311	06/05/98
126	HLMX	35312	05/11/98
127	HLMX	35313	06/16/98
128	HLMX	35314	06/22/98
129	HLMX	35315	06/16/98
130	HLMX	35316	06/16/98
131	HLMX	35317	06/13/98
132	HLMX	35318	05/04/98
133	HLMX	35319	05/16/98
134	HLMX	35320	05/16/98
135	HLMX	35321	05/11/98
136	HLMX	35322	05/11/98
137	HLMX	35323	06/06/98
138	HLMX	35324	06/16/98
139	HLMX	35325	
140	HLMX	35326	05/04/98
141	HLMX	35327	06/16/98
142	HLMX	35328	05/11/98
143	HLMX	35329	06/16/98
144	HLMX	35330	05/16/98
145	HLMX	35331	04/26/98
146	HLMX	35332	06/06/98
147	HLMX	35333	05/04/98
148	HLMX	35334	06/16/98
149	HLMX	35335	06/16/98
150	HLMX	35336	05/16/98
151	HLMX	35337	04/26/98

	Unit Numbers:		Delivery Date:
152	HLMX	35338	06/03/98
153	HLMX	35339	05/11/98
154	HLMX	35340	06/06/98
155	HLMX	35341	06/06/98
156	HLMX	35342	05/11/98
157	HLMX	35343	05/11/98
158	HLMX	35344	
159	HLMX	35345	06/13/98
160	HLMX	35346	
161	HLMX	35347	06/16/98
162	HLMX	35348	04/21/98
163	HLMX	35349	06/06/98
164	HLMX	35350	05/04/98
165	HLMX	35351	05/04/98
166	HLMX	35352	
167	HLMX	35353	
168	HLMX	35354	06/03/98
169	HLMX	35355	06/16/98
170	HLMX	35356	04/26/98
171	HLMX	35357	04/21/98
172	HLMX	35358	
173	HLMX	35359	05/11/98
174	HLMX	35360	05/04/98
175	HLMX	35361	06/13/98
176	HLMX	35362	04/21/98
177	HLMX	35363	06/06/98
178	HLMX	35364	
179	HLMX	35365	06/16/98
180	HLMX	35366	05/11/98
181	HLMX	35367	06/06/98
182	HLMX	35368	05/04/98
183	HLMX	35369	
184	HLMX	35370	06/03/98
185	HLMX	35371	04/21/98
186	HLMX	35372	05/04/98
187	HLMX	35373	05/16/98
188	HLMX	35374	04/26/98
189	HLMX	35375	06/06/98
190	HLMX	35376	05/11/98
191	HLMX	35377	06/16/98
192	HLMX	35378	06/22/98
193	HLMX	35379	05/04/98
194	HLMX	35380	05/04/98
195	HLMX	35381	
196	HLMX	35382	
197	HLMX	35383	06/13/98
198	HLMX	35384	04/21/98
199	HLMX	35385	05/04/98
200	HLMX	35386	
201	HLMX	35387	
202	HLMX	35388	05/16/98
203	HLMX	35389	
204	HLMX	35390	04/21/98
205	HLMX	35391	05/16/98
206	HLMX	35392	06/16/98

ANNEX A.1 - Continued

	Unit Numbers:		Delivery Date:
207	HLMX	35393	05/04/98
208	HLMX	35394	05/04/98
209	HLMX	35395	06/06/98
210	HLMX	35396	
211	HLMX	35397	04/21/98
212	HLMX	35398	
213	HLMX	35399	05/16/98
214	HLMX	35400	06/16/98
215	HLMX	35401	
216	HLMX	35402	
217	HLMX	35403	06/16/98
218	HLMX	35404	06/13/98
219	HLMX	35405	06/16/98
220	HLMX	35406	05/11/98
221	HLMX	35407	05/11/98
222	HLMX	35408	04/21/98
223	HLMX	35409	04/21/98
224	HLMX	35410	05/11/98
225	HLMX	35411	06/03/98
226	HLMX	35412	05/11/98
227	HLMX	35413	05/11/98
228	HLMX	35414	
229	HLMX	35415	
230	HLMX	35416	
231	HLMX	35417	
232	HLMX	35418	05/24/98
233	HLMX	35419	
234	HLMX	35420	
235	HLMX	35421	05/24/98
236	HLMX	35422	05/16/98
237	HLMX	35423	06/22/98
238	HLMX	35424	
239	HLMX	35425	
240	HLMX	35426	
241	HLMX	35427	06/03/98
242	HLMX	35428	06/03/98
243	HLMX	35429	05/16/98
244	HLMX	35430	05/24/98
245	HLMX	35431	05/24/98
246	HLMX	35432	
247	HLMX	35433	06/03/98
248	HLMX	35434	06/22/98
249	HLMX	35435	06/03/98
250	HLMX	35436	05/24/98
251	HLMX	35437	
252	HLMX	35438	
253	HLMX	35439	06/03/98
254	HLMX	35440	
255	HLMX	35441	05/24/98
256	HLMX	35442	
257	HLMX	35443	05/24/98
258	HLMX	35444	06/03/98
259	HLMX	35445	06/22/98
260	HLMX	35446	
261	HLMX	35447	05/24/98

	Unit Numbers:		Delivery Date:
262	HLMX	35448	
263	HLMX	35449	
264	HLMX	35450	06/03/98
265	HLMX	35451	
266	HLMX	35452	05/24/98
267	HLMX	35453	05/24/98
268	HLMX	35454	06/23/98
269	HLMX	35455	
270	HLMX	35456	05/24/98
271	HLMX	35457	06/03/98
272	HLMX	35458	06/03/98
273	HLMX	35459	05/16/98
274	HLMX	35460	
275	HLMX	35461	05/24/98
276	HLMX	35462	06/23/98
277	HLMX	35463	05/16/98
278	HLMX	35464	06/06/98
279	HLMX	35465	05/24/98
280	HLMX	35466	05/24/98
281	HLMX	35467	
282	HLMX	35468	
283	HLMX	35469	
284	HLMX	35470	
285	HLMX	35471	05/24/98
286	HLMX	35472	
287	HLMX	35473	05/24/98
288	HLMX	35474	05/24/98
289	HLMX	35475	
290	HLMX	35476	06/22/98
291	HLMX	35477	
292	HLMX	35478	05/24/98
293	HLMX	35479	06/03/98
294	HLMX	35480	05/24/98
295	HLMX	35481	
296	HLMX	35482	06/03/98
297	HLMX	35483	05/24/98
298	HLMX	35484	
299	HLMX	35485	06/03/98
300	HLMX	35486	
301	HLMX	35487	05/24/98
302	HLMX	35488	06/03/98
303	HLMX	35489	06/22/98
304	HLMX	35490	
305	HLMX	35491	05/24/98
306	HLMX	35492	05/16/98
307	HLMX	35493	05/24/98
308	HLMX	35494	05/24/98
309	HLMX	35495	06/03/98
310	HLMX	35496	06/13/98
311	HLMX	35497	06/03/98
312	HLMX	35498	05/24/98
313	HLMX	35499	05/16/98
314	HLMX	35500	
315	HLMX	35501	06/03/98
316	HLMX	35502	05/24/98

ANNEX A.1 - Continued

	Unit Numbers:		Delivery Date:
317	HLMX	35503	06/16/98
318	HLMX	35504	05/24/98
319	HLMX	35505	06/03/98
320	HLMX	35506	
321	HLMX	35507	06/03/98
322	HLMX	35508	06/03/98
323	HLMX	35000	05/07/98
324	HLMX	35001	05/02/98
325	HLMX	35002	05/14/98
326	HLMX	35003	05/07/98
327	HLMX	35004	05/10/98
328	HLMX	35005	05/02/98
329	HLMX	35006	05/02/98
330	HLMX	35007	05/02/98
331	HLMX	35008	05/14/98
332	HLMX	35009	05/14/98
333	HLMX	35010	05/21/98
334	HLMX	35011	05/02/98
335	HLMX	35013	05/02/98
336	HLMX	35016	05/07/98
337	HLMX	35017	05/02/98
338	HLMX	35018	05/07/98
339	HLMX	35019	05/14/98
340	HLMX	35020	05/02/98
341	HLMX	35021	05/02/98
342	HLMX	35022	05/02/98
343	HLMX	35023	05/02/98
344	HLMX	35024	05/09/98
345	HLMX	35025	05/02/98
346	HLMX	35026	05/21/98
347	HLMX	35027	05/02/98
348	HLMX	35028	05/02/98
349	HLMX	35029	05/29/98
350	HLMX	35030	05/21/98
351	HLMX	35031	05/29/98
352	HLMX	35032	05/02/98
353	HLMX	35033	05/17/98
354	HLMX	35035	05/02/98
355	HLMX	35036	05/09/98
356	HLMX	35038	05/17/98
357	HLMX	35039	05/02/98
358	HLMX	35040	05/07/98
359	HLMX	35041	05/07/98
360	HLMX	35042	05/17/98
361	HLMX	35043	05/14/98
362	HLMX	35044	05/10/98
363	HLMX	35045	05/21/98
364	HLMX	35046	05/09/98
365	HLMX	35047	05/17/98
366	HLMX	35048	05/14/98
367	HLMX	35049	05/02/98
368	HLMX	35050	05/07/98
369	HLMX	35052	05/21/98
370	HLMX	35054	05/29/98
371	HLMX	35055	05/23/98

	Unit Numbers:		Delivery Date:
372	HLMX	35057	05/02/98
373	HLMX	35058	05/17/98
374	HLMX	35059	05/09/98
375	HLMX	35060	06/01/98
376	HLMX	35061	05/10/98
377	HLMX	35062	05/02/98
378	HLMX	35063	05/21/98
379	HLMX	35064	05/02/98
380	HLMX	35065	05/17/98
381	HLMX	35066	05/09/98
382	HLMX	35067	05/09/98
383	HLMX	35068	05/07/98
384	HLMX	35069	05/14/98
385	HLMX	35070	05/17/98
386	HLMX	35071	05/21/98
387	HLMX	35072	05/02/98
388	HLMX	35074	05/21/98
389	HLMX	35075	05/07/98
390	HLMX	35076	05/10/98
391	HLMX	35077	05/14/98
392	HLMX	35079	05/02/98
393	HLMX	35080	05/09/98
394	HLMX	35081	05/02/98
395	HLMX	35082	05/07/98
396	HLMX	35084	05/07/98
397	HLMX	35085	05/09/98
398	HLMX	35086	05/02/98
399	HLMX	35087	06/01/98
400	HLMX	35088	05/21/98
401	HLMX	35089	05/17/98
402	HLMX	35092	05/10/98
403	HLMX	35093	05/10/98
404	HLMX	35094	05/09/98
405	HLMX	35095	05/02/98
406	HLMX	35096	05/09/98
407	HLMX	35097	05/02/98
408	HLMX	35098	05/26/98
409	HLMX	35099	05/02/98
410	HLMX	35100	05/02/98
411	HLMX	35102	05/02/98
412	HLMX	35103	05/10/98
413	HLMX	35104	05/14/98
414	HLMX	35105	05/17/98
415	HLMX	35106	06/01/98
416	HLMX	35107	05/29/98
417	HLMX	35108	06/01/98
418	HLMX	35109	05/29/98
419	HLMX	35110	05/14/98
420	HLMX	35111	05/21/98
421	HLMX	35112	05/29/98
422	HLMX	35113	06/01/98
423	HLMX	35114	06/01/98
424	HLMX	35115	06/01/98
425	HLMX	35116	05/17/98
426	HLMX	35117	06/01/98

ANNEX A.1 - Continued

	Unit Numbers:		Delivery Date:
427	HLMX	35118	06/01/98
428	HLMX	35119	05/14/98
429	HLMX	35120	05/14/98
430	HLMX	35121	05/29/98
431	HLMX	35123	05/23/98
432	HLMX	35124	05/29/98
433	HLMX	35126	05/24/98
434	HLMX	35128	05/29/98
435	HLMX	35131	05/29/98
436	HLMX	35134	05/24/98
437	HLMX	35135	06/01/98
438	HLMX	35137	05/24/98
439	HLMX	35138	05/29/98
440	HLMX	35145	05/29/98
441	HLMX	35146	05/24/98
442	HLMX	35148	05/23/98
443	HLMX	35150	05/29/98
444	HLMX	35151	05/29/98

	Unit Numbers:		Delivery Date:
445	HLMX	35152	05/24/98
446	HLMX	35155	05/29/98
447	HLMX	35158	05/29/98
448	HLMX	35159	05/29/98
449	HLMX	35162	05/29/98
450	HLMX	35164	05/29/98
451	HLMX	35166	05/24/98
452	HLMX	35171	05/29/98
453	HLMX	35509	06/10/98
454	HLMX	35510	06/10/98
455	HLMX	35511	06/10/98
456	HLMX	35512	06/10/98
457	HLMX	35513	06/10/98
458	HLMX	35515	06/10/98
459	HLMX	35517	06/10/98
460	HLMX	35518	06/10/98
461	HLMX	35519	06/10/98
462	HLMX	35520	06/10/98

STATE OF CALIFORNIA)
) **S.S.**
COUNTY OF SAN FRANCISCO)

On July 10, 1998, before me, Emma S. Ortega, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION,**

✓ personally known to me **-OR-**

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

NNA1 EMMA SUSAN ORTEGA
COMM. #1057929
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires JUN 16,1999 NNA1

[Notarial Seal]

COMMONWEALTH OF VIRGINIA)
) **S.S.**
COUNTY OF ROANOKE)

On July 3, 1998, before me, Jane S. Shoemaker, personally appeared William T. Rousis, Manager Purchasing Car of **NORFOLK SOUTHERN RAILWAY COMPANY,**

✓ personally known to me **-OR-**

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Jane S Shoemaker
SIGNATURE OF THE NOTARY
My Commission Expires July 31, 2000

[Notarial Seal]

amendmen\nsr011s5.1final svf/06/26/98