

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4810

FAX 415/398-4816

September 11, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 20822-F FILED

SEP 23 '98

2-28 PM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Master Lease Agreement dated as of May 20, 1998 which is intended to evidence Schedule No. 6 dated as of May 20, 1998 to the Master Lease Agreement dated as of July 15, 1996 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:	One hundred twenty-seven (127) railcars as more fully described in the attached <u>Annex A</u> .
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Please file this memorandum as a supplementary document to Recordation No. 20822 filed on August 18, 1997 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (2)

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2-28 PM

**MEMORANDUM OF  
MASTER LEASE AGREEMENT**

**THIS MEMORANDUM OF MASTER LEASE AGREEMENT** (the "**Memorandum**") is made as of May 20, 1998 and is intended to evidence Schedule No. 6 dated as of May 20, 1998 to that certain Master Lease Agreement dated as of July 15, 1996 (the "**Master Lease**") between **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**"), and **NORFOLK SOUTHERN RAILWAY COMPANY**, a Delaware corporation ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Master Lease was filed with the Surface Transportation Board under Recordation Number 20822 on August 18, 1997. Lessor has the right to lease the railcars, more fully described in Annex A attached hereto (the "**Units**"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the applicable Schedule.

The Master Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

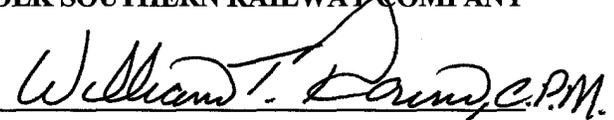
**LESSOR**

**LESSEE**

**HELM FINANCIAL CORPORATION**

**NORFOLK SOUTHERN RAILWAY COMPANY**

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: William T. Rousis

Its: President

Its: Manager Purchasing Car

*DM*

ANNEX A

TO MEMORANDUM OF MASTER LEASE

Equipment Description:

One hundred twenty-seven (127), 100-ton, gondola railcars with steel floors.

<u>Reporting Mark &amp; Number</u>											
1	CR	585300	35	CR	585403	69	CR	589016	103	CR	589050
2	CR	585301	36	CR	585404	70	CR	589017	104	CR	589051
3	CR	585302	37	CR	585405	71	CR	589018	105	CR	589052
4	CR	585303	38	CR	585406	72	CR	589019	106	CR	589053
5	CR	585304	39	CR	585407	73	CR	589020	107	CR	589054
6	CR	585305	40	CR	585408	74	CR	589021	108	CR	596000
7	CR	585306	41	CR	585409	75	CR	589022	109	CR	596001
8	CR	585307	42	CR	585410	76	CR	589023	110	CR	596002
9	CR	585308	43	CR	585411	77	CR	589024	111	CR	596003
10	CR	585309	44	CR	585412	78	CR	589025	112	CR	596004
11	CR	585310	45	CR	585413	79	CR	589026	113	CR	596005
12	CR	585312	46	CR	585414	80	CR	589027	114	CR	596006
13	CR	585314	47	CR	585415	81	CR	589028	115	CR	596007
14	CR	585315	48	CR	585416	82	CR	589029	116	CR	596008
15	CR	585316	49	CR	585417	83	CR	589030	117	CR	596009
16	CR	585317	50	CR	585418	84	CR	589031	118	CR	596010
17	CR	585321	51	CR	585419	85	CR	589032	119	CR	596011
18	CR	585323	52	CR	585420	86	CR	589033	120	CR	596012
19	CR	585324	53	CR	589000	87	CR	589034	121	CR	596013
20	CR	585325	54	CR	589001	88	CR	589035	122	CR	596014
21	CR	585326	55	CR	589002	89	CR	589036	123	CR	596015
22	CR	585328	56	CR	589003	90	CR	589037	124	CR	596016
23	CR	585329	57	CR	589004	91	CR	589038	125	CR	596017
24	CR	585330	58	CR	589005	92	CR	589039	126	CR	596018
25	CR	585331	59	CR	589006	93	CR	589040	127	CR	596019
26	CR	585332	60	CR	589007	94	CR	589041			
27	CR	585333	61	CR	589008	95	CR	589042			
28	CR	585336	62	CR	589009	96	CR	589043			
29	CR	585337	63	CR	589010	97	CR	589044			
30	CR	585338	64	CR	589011	98	CR	589045			
31	CR	585339	65	CR	589012	99	CR	589046			
32	CR	585340	66	CR	589013	100	CR	589047			
33	CR	585401	67	CR	589014	101	CR	589048			
34	CR	585402	68	CR	589015	102	CR	589049			

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

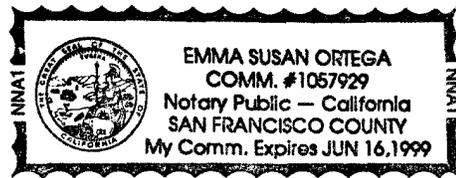
On September 2, 1998, before me, Emma S. Ortega, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

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



[Notarial Seal]

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

On August 11, 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]

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