

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4810

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September 11, 1998

RECORDATION NO. 20822-H FILED

SEP 23 '98

2-28 PM

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

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. 8 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:	Three hundred twenty-nine (329) 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)

**MEMORANDUM OF
MASTER LEASE AGREEMENT**

SEP 23 '98

2-28 PM

THIS MEMORANDUM OF MASTER LEASE AGREEMENT (the "**Memorandum**") is made as of May 20, 1998 and is intended to evidence Schedule No. 8 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: 
Print Name: Richard C. Kirchner

By: 
Print Name: William T. Rousis

Its: President

Its: Manager Purchasing Car



ANNEX A

TO THE MEMORANDUM OF MASTER LEASE

THE UNITS

Equipment Description:

Three hundred ~~thirty (330)~~ ^{TWENTY-NINE (329) WTR}, 100-ton gondola railcars.

Unit Numbers.

NS (exact numbers to be provided)

W

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 18, 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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