

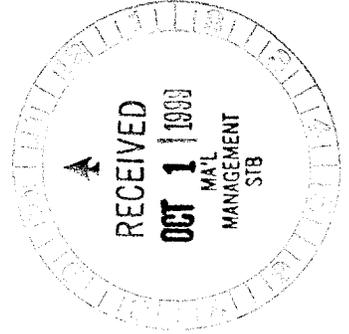
N
OCT 19 '99
9-00 AM
RECORDATION NO. 20822-N
FILED
OCT 19 '99
9-00 AM
One Embarcadero Center • San Francisco, CA 94111
415/398-4810
FAX 415/398-4816

HELM

FINANCIAL CORPORATION

September 30, 1999

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



Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Master Lease Agreement dated as of July 16, 1999 which is intended to **evidence Schedule No. 14** dated as of July 16, 1999 to that certain 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: Twenty-four (24) locomotives as more fully described in Annex A attached hereto .

Please file this **Schedule No. 14** 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.

Yours truly,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures (2)

OCT 19 97 9-00 AM

MEMORANDUM OF
MASTER LEASE AGREEMENT

THIS MEMORANDUM OF MASTER LEASE AGREEMENT ("Memorandum") is made as of July 16, 1999 and is intended to evidence Schedule No. 14 dated as of July 16, 1999 ("Schedule 14") to that certain Master Lease Agreement dated as of July 15, 1996 ("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 rail equipment, more fully described in Annex A attached hereto ("Units") . Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and Schedule 14.

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

HELM FINANCIAL CORPORATION

By: 

Name: Richard C. Kirchner

Title: President

LESSEE

NORFOLK SOUTHERN RAILWAY COMPANY

By: 

Name: R. C. Steele, Jr.

Title: Assistant Vice President

ANNEX A

TO THE MEMORANDUM OF MASTER LEASE

THE UNITS

Equipment Description:

Twenty-four (24), 3000 horsepower, locomotives with dynamic brakes.

<u>Unit Number</u>	<u>Model</u>
HATX 750	SD40-2
HATX 751	SD40-2
HLCX 6060	SD40-3
HLCX 6067	SD40-3
HLCX 6091	SD40-3
HLCX 6092	SD40-3
HLCX 6207	SD40-2
HLCX 6209	SD40-2
HLCX 6210	SD40-2
HLCX 6211	SD40-2
HLCX 6213	SD40-2
HLCX 6215	SD40-2
HLCX 6216	SD40-2
HLCX 6217	SD40-2
HLCX 6221	SD40-2
HLCX 6228	SD40-2
HLCX 6310	SD40-2
HLCX 6311	SD40-2
HLCX 6312	SD40-2
HLCX 6502	SD40-3
HLCX 6504	SD40-3
HLCX 6505	SD40-3
HLCX 6506	SD40-3
HLCX 6507	SD40-3

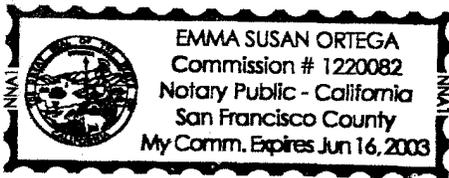
BY

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

On September 3, 1999, 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 31, 1999, before me, E. L. BARNETT, personally appeared R. C. STEELE JR., 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.

E L Barnett
SIGNATURE OF THE NOTARY

[Notarial Seal]

My Commission Expires 1-31-2003

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