

RECORDATION NO. 20822-0 FILED
OCT 19 99 9:00 AM
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One Embarcadero Center San Francisco, CA 94111
415/398-4510 FAX 415/398-4510

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 Amendment to Schedule to Master Lease Agreement dated as of August 9, 1999 which is intended to **evidence Amendment No. 1** dated as of August 9, 1999 to 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

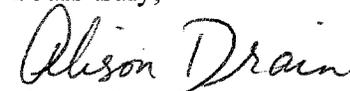
Lessee: Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, VA 24042-0041

The equipment involved in this transaction is as follows:

Equipment: Twelve (12) locomotives as more fully described in Annex A attached hereto .

Please file this **Amendment No. 1** 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
Document Administrator

/ad
Enclosures (2)

OCT 19 '99

9:00 AM

MEMORANDUM OF
AMENDMENT TO SCHEDULE TO MASTER LEASE AGREEMENT

THIS MEMORANDUM OF AMENDMENT TO SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is made as of August 9, 1999 and is intended to evidence Amendment No. 1 dated as of August 9, 1999 ("Amendment No. 1") to 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 as amended by Amendment No. 1.

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.

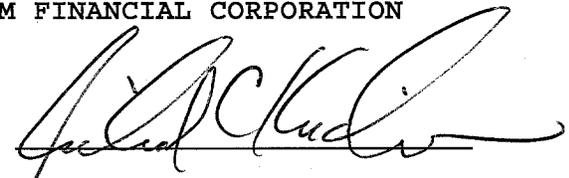
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

NORFOLK SOUTHERN RAILWAY COMPANY

By: 

By: R. C. Steele, Jr.

Name: Richard C. Kirchner

Name: R. C. Steele, Jr.

Title: President

Title: Assistant Vice President

ANNEX A

TO THE MEMORANDUM OF MASTER LEASE

THE UNITS

Equipment Description:

Twelve (12), 3000 horsepower, six-axle locomotives with dynamic brakes.

<u>Unit Number</u>	<u>Model</u>
HLCX 5020	SD40
HLCX 5022	SD40
HLCX 5023	SD40
HLCX 5027	SD40
HLCX 5049	SD40
HLCX 5053	SD40
HLCX 6000	SD40-3
HLCX 6055	SD40-3
HLCX 6058	SD40-3
HLCX 6059	SD40-3
HLCX 6100	SD40-3
HLGX 554	C30-7

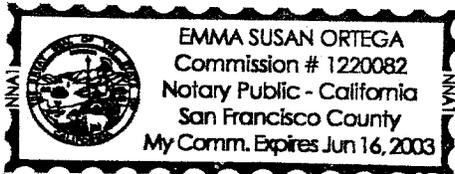
dx

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

Handwritten mark