

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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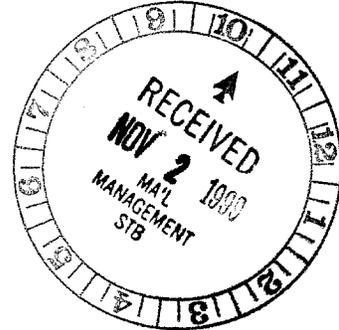
October 12, 1999

RECORDATION NO. **20822-P**

FILED

NOV 16 '99

9-30AM



Mr. Vernon Williams
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 September 1, 1999 which is intended to evidence **Schedule No. 18** dated as of September 1, 1999 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: Ten (10) locomotives more fully described in Annex A attached hereto.

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.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. **20822-P** FILED

MEMORANDUM OF
MASTER LEASE AGREEMENT

NOV 16 '99 9-30AM

THIS MEMORANDUM OF MASTER LEASE AGREEMENT ("Memorandum") is made as of September 1, 1999 and is intended to evidence Schedule No. 18 dated as of September 1, 1999 ("Schedule 18") 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 18.

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: 

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:

Ten (10), 3000 horsepower, six-axle locomotives with dynamic brakes.

<u>Unit Number</u>	<u>Model</u>
HATX 904	SD45-2
HATX 907	SD45-2
HATX 912	SD45-2
HATX 913	SD45-2
HATX 914	SD45-2
HATX 915	SD45-2
HATX 918	SD45-2
HATX 919	SD45-2
HLCX 5060	SD40
MKCX 9530	SD45

BY

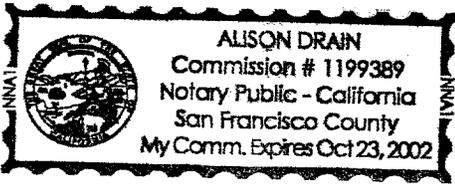
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 11, 1999, before me, Alison Drain, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

Δ 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.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

On October 4, 1999, before me, Charles J. Wills, personally appeared R. C. Steele, Jr., Assistant Vice President 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.

Charles J. Wills
SIGNATURE OF THE NOTARY

My commission expires Jan. 31, 2000.

[Notarial Seal]

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