

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

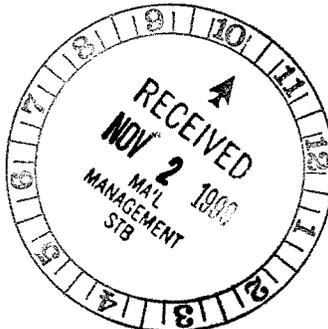
October 12, 1999

RECORDATION NO. **20822-9**

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 2, 1999 which is intended to evidence **Schedule No. 19** dated as of September 2, 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: Sixty-four (64) 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
Alison Drain
Document Administrator

/ad
Enclosures (2)

20822-0

MEMORANDUM OF
MASTER LEASE AGREEMENT

NOV 16 '99

9-30AM

THIS MEMORANDUM OF MASTER LEASE AGREEMENT ("Memorandum") is made as of September 2, 1999 and is intended to evidence Schedule No. 19 dated as of September 2, 1999 ("Schedule 19") 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 19.

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

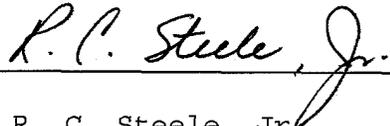
By: 

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 LEASE

Equipment Description:

Fifty-one (51), 3000 horsepower, four-axle locomotives.

<u>Unit</u>	<u>Number</u>	<u>Model</u>	<u>Unit</u>	<u>Number</u>	<u>Model</u>
1	CN	9401	27	CN	9644
2	CN	9403	28	CN	9646
3	CN	9408	29	CN	9647
4	CN	9412	30	CN	9649
5	CN	9414	31	CN	9650
6	CN	9432	32	CN	9651
7	CN	9434	33	CN	9652
8	CN	9438	34	CN	9653
9	CN	9458	35	CN	9655
10	CN	9459	36	CN	9656
11	CN	9463	37	CN	9657
12	CN	9466	38	CN	9659
13	CN	9468	39	CN	9660
14	CN	9470	40	CN	9662
15	CN	9471	41	CN	9663
16	CN	9472	42	CN	9664
17	CN	9478	43	CN	9665
18	CN	9480	44	CN	9667
19	CN	9522	45	HATX	504
20	CN	9526	46	HATX	510
21	CN	9570	47	HATX	512
22	CN	9632	48	HATX	515
23	CN	9634	49	HATX	516
24	CN	9636	50	HLCX	4290
25	CN	9641	51	HLCX	4291
26	CN	9642			

Equipment Description:

Thirteen (13), 2,000 horsepower, four-axle locomotives.

<u>Unit</u>	<u>Number</u>	<u>Model</u>	<u>Unit</u>	<u>Number</u>	<u>Model</u>
1	HLCX	3621	8	HLCX	3695
2	HLCX	3622	9	HLCX	3800
3	HLCX	3675	10	HLCX	3801
4	HLCX	3676	11	HLCX	3802
5	HLCX	3678	12	HLCX	3803
6	HLCX	3679	13	HLCX	3875
7	HLCX	3681			

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

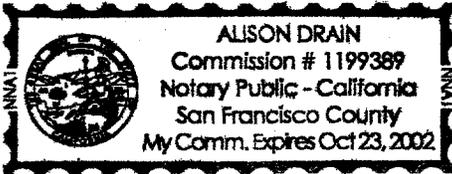
On October 11, 1999, before me, Alison Drain, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X 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]

AW