

HELM
LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

June 30, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

18873
RECORDATION NO. _____ FILED 1426

JUL 1 1994 - 2 22 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of May 9, 1994 between the following parties:

Lessor: Helm Locomotive Leasing
c/o Helm Equipment Leasing Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

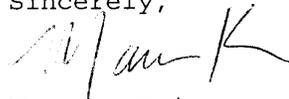
Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042 - 0072

The equipment involved in this transaction is as follows:

Equipment: Three hundred sixty (360) covered hopper
(See Schedule A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$18.00 is included in the enclosed check.

Sincerely,



Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

18873
RECORDATION NO. _____ FILED 1425

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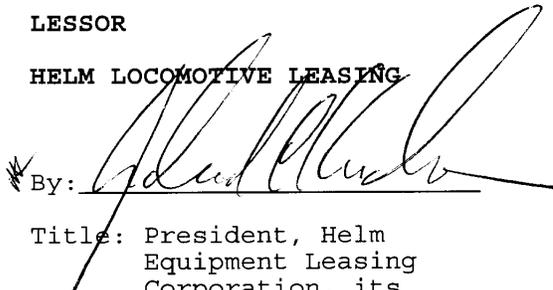
MEMORANDUM OF INTERSTATE COMMERCE COMMISSION
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of May 9, 1994 is intended to evidence the Lease of Railroad Equipment, dated as of May 9, 1994 (the "Lease") between HELM LOCOMOTIVE LEASING, a joint venture of Domestic Three Leasing Corporation and Helm Equipment Leasing Corporation ("Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the three hundred sixty (360) covered hoppers, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM LOCOMOTIVE LEASING

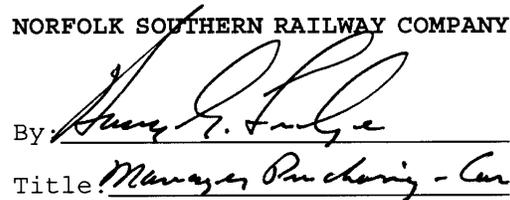
By: 

Title: President, Helm
Equipment Leasing
Corporation, its
Joint Venturer

Date: 05/31/94

LESSEE

NORFOLK SOUTHERN RAILWAY COMPANY

By: 

Title: Manager Purchasing - Cars

Date: May 17, 1994

SCHEDULE A

**To the Memorandum of Lease of Railroad Equipment
between Helm Locomotive Leasing and
Norfolk Southern Railway Company**

Dated May 9, 1994

GROUP A UNITS

Equipment Description:

One hundred eleven (111), 4,750 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

TNM 1004, 1007, 1008, 1015-1017, 1020-1024, 1029, 1032-1034, 1036, 1039, 1044, 1049, 1051, 1054, 1058, 1059, 1060, 1078, 1105, 1130, 1131, 1150, 1177, 1207, 1212, 1215, 1217-1225, 1227-1233, 1235-1238, 1240-1244, 1247-1250, 1254-1272, 1274, 1276, 1278, 1283, 1287, 1293, 1294, 1296, 1298, 1299, 1301-1303, 1308, 1312, 1314, 1317, 1325, 1327-1334, 1335, 1337, 1341, 1343

Equipment Description:

Thirty-seven (37), 4,740 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

TNM 1002, 1003, 1013, 1014, 1038, 1040, 1042, 1055, 1057, 1068, 1077, 1086, 1128, 1147, 1173, 1193, 1214, 1252, 1273, 1277, 1279, 1291, 1295, 1304, 1307, 1309, 1311, 1313, 1320, 1322, 1324, 1326, 1340, 1342, 1344, 1345, 1349

Equipment Description:

One hundred forty-four (144), 4,600 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

HJVX 10300-10344, 10346-10350, 10352, 10353, 10355-10370, 10372-10399
TNM 1006, 1018, 1019, 1028, 1037, 1043, 1047, 1048, 1052, 1053, 1079, 1094, 1112, 1129, 1145, 1192, 1213, 1216, 1226, 1234, 1239, 1245, 1246, 1251, 1253, 1275, 1280, 1281, 1282, 1284, 1285, 1286, 1290, 1292, 1300, 1306, 1310, 1315, 1318, 1319, 1321, 1323, 1336, 1338, 1339, 1346, 1347, 1348

SCHEDULE A - continued

To the Memorandum of Lease of Railroad Equipment
between Helm Locomotive Leasing and
Norfolk Southern Railway Company

Dated April 6, 1994

GROUP B UNITS

Equipment Description:

Sixty-eight (68), 4,750 cubic foot, 100 ton capacity, jumbo, three pocket, covered hopper railcars with trough hatches.

Unit Numbers:

HLMX 481525, 481527, 481529, 481531, 481535, 481537, 481538, 481539,
481541, 481542, 481543, 481546, 481547, 481548, 481551, 481554,
481555, 481557, 481559-481562, 481564, 481566, 481567, 481569-
481575, 481577, 481579-481586, 481591, 481592, 481594, 481596,
481599, 481601, 481603, 481604, 481607, 481608, 481611-481613,
481617, 481619, 481622, 481627, 481628, 481630, 4816233,
481635, 481636, 481639-481643, 481648

