

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

June 30, 1994

18874

RECORDATION NO. _____ FILED 1994

JUL 1 1994 -2 22 PM

INTERSTATE COMMERCE COMMISSION

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

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-Atlantic Associates
c/o Helm Atlantic Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

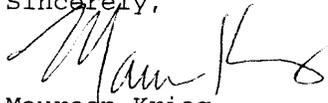
Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042 - 0072

The equipment involved in this transaction is as follows:

Equipment: Ninety-seven (97) boxcars (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)

18874
RECORDATION NO. FILED 1425

JUL 1 1994 -2 30 PM

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-ATLANTIC ASSOCIATES, a Delaware joint venture ("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 ninety-seven (97) boxcars, 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

LESSEE

HELM-ATLANTIC ASSOCIATES, a
Delaware Limited Partnership

NORFOLK SOUTHERN RAILWAY COMPANY

By: Helm Atlantic Corporation,
its General Partner

By: *Don R. Ellis*

By: *Henry G. Fisher*

Title: President

Title: Manager Purchasing

Date: 6/6/94

Date: 6/1/94

(Handwritten mark)

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment
between Helm-Atlantic Associates and
Norfolk Southern Railway Company

Dated May 9, 1994

Equipment Description:

Ninety-seven (97), 4 door, 86' boxcars.

Unit Numbers:

NOKL 86000 - 86090 (inclusive)
NOKL 86100 - 86105 (inclusive)

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

On June 4, 1994, before me, LA RONDA A. GAINES
personally appeared David R. Eckles, President of **HELM ATLANTIC 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.

LA RONDA A. GAINES

SIGNATURE OF THE NOTARY

STATE OF VIRGINIA)
) S
COUNTY OF ROANOKE)

On this 1st day of JUNE, 1994, before me personally appeared HARRY G. FAISSE, to me personally known, who, being by me duly sworn, says that he is MANAGER PURCHASING of **NORFOLK SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

LA RONDA A. GAINES
Notary Public

My Commission Expires: JULY 31, 1996

[Notarial Seal]