

HELM
FINANCIAL CORPORATION

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

0101435022

VIA AIR COURIER

November 7, 1994

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

RECORDATION NO. 19024-A FILED 1425
NOV 21 1994 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 1 dated January 13, 1994 to the Agreement dated as of August 2, 1994 between the following parties:

Lessor: Helm Financial 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: Forty-nine (49), 100-ton log cars with bulkheads (see Schedule A.1 for Unit numbers)

Please file this agreement as a supplementary document to Recordation No. 19024 filed October 19, 1994. A cheque for the filing fee of \$18.00 is enclosed.

Sincerely,

Cecilia Mostaghim

Cecilia Mostaghim
Contracts Administrator

/cm
Enclosures (2)

RECORDED
NOV 21 1994

HELM
FINANCIAL CORPORATION

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

VIA AIR COURIER

November 18, 1994

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

Dear Ms. Lee:

Regarding the two (2) originals of Amendment No. 1 dated January 13, 1994 to the Agreement dated as of August 2, 1994, previously sent to you under the cover letter dated November 7, 1994, between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

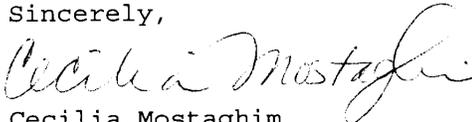
Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042 - 0072

The equipment involved in this transaction is as follows:

Equipment: Forty-nine (49), 100-ton log cars with bulkheads (see Schedule A.1 for Unit numbers)

Please file this agreement as a supplementary document to Recordation No. 19024 filed October 19, 1994. A cheque for \$3.00, the difference between the filing fee of \$18.00 (already sent by Helm and received by the ICC) and \$21.00 is enclosed.

Sincerely,



Cecilia Mostaghim
Contracts Administrator

/cm
Enclosures (1)

Interstate Commerce Commission
Washington, D.C. 20423

11/21/94

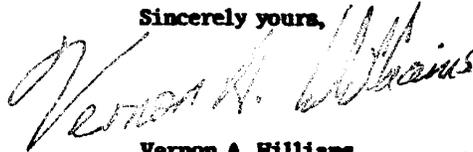
OFFICE OF THE SECRETARY

Cecilia Mostaghim
Contracts Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/21/94 at 11:15AM, and assigned recordation number(s). 19024-A.

Sincerely yours,



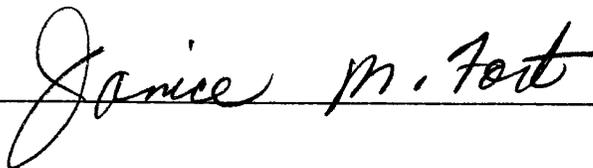
Vernon A. Williams
Secretary

Enclosure(s)

(0100435029)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



REGISTRATION NO. 19034-A FILED 1994

NOV 21 1994 - 11 15 AM

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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "**Amendment**") to the Lease of Railroad Equipment dated as of January 13, 1994 (the "**Lease**") between **HELM FINANCIAL CORPORATION**, as assignee of Helm Equipment Leasing Corporation ("**Lessor**"), and **NORFOLK SOUTHERN RAILWAY COMPANY** ("**Lessee**") is made as of August 2, 1994 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the forty-eight (48) flatcars bearing the reporting mark and numbers NS 114565-114612 (the "**Unit(s)**") were leased by Lessor to Lessee.
- B. On April 1, 1994, Helm Equipment Leasing Corporation transferred and assigned to Helm Financial Company all its rights, title and interest in and to the Units and the Lease.
- C. Lessor and Lessee desire to add to the Lease the additional flatcar bearing the reporting mark and number NS 114613 ("**Additional Unit**").
- D. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
2. This Amendment shall become effective on the date of its full execution by both parties.
3. In the first recital of the Lease, the words and number "forty-eight (48)" are hereby replaced by the words and number "forty-nine (49)."
4. Annex A to the Lease is replaced by Annex A.1. and all references to Annex A in the Lease shall be deemed to be Annex A.1.
5. Lessee shall, at its expense, have the right to inspect and accept the Additional Unit at the Transco Railway Products, Inc. repair facility located in Williamsport, Pennsylvania ("**Repair Facility**").

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6. The term of the Lease shall commence and Rent shall become effective for the Additional Unit on the date the Additional Unit is released from the Repair Facility.
7. Lessor's address as provided in Section 18 of the Lease is hereby replaced by the following:

"If to Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111
ATTN: President"
8. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
9. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment dated as of August 2, 1994 to the Lease of Railroad Equipment dated as of January 13, 1994 to be executed by its authorized representative, and each of the undersigned hereto declare that the foregoing is true and correct and was executed on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By: [Signature]
Title: President
Date: August 29, 1994

LESSEE

NORFOLK SOUTHERN RAILWAY COMPANY

By: [Signature]
Title: Manager, Purchasing - Car
Date: August 12, 1994

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STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On August 29, 1994, before me, LaRonda A. Gains, 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.



LaRonda A. Gains
SIGNATURE OF THE NOTARY

STATE OF VIRGINIA)
) S
COUNTY OF ROANOKE)

On this 12th day of August, 1994, before me personally appeared HARRY G. FRIED, to me personally known, who, being by me duly sworn says that he is Manager Purchasing - CA 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.

Richard C. Kirchner
Notary Public

My Commission Expires: July 31, 1996

[Notarial Seal]

Handwritten mark

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ANNEX A.1

To the Lease of Railroad Equipment dated as of January 14, 1994, as amended, between Helm Financial Corporation, as assignee of Helm Equipment Leasing Corporation, and Norfolk Southern Railway Company

Equipment Description:

Forty-nine (49), 81' (over couplers), 100-ton, log flatcars with approximately 70' between bulkheads for loading three (3), 18' bunks of logs or two (2) bunks of tree-length wood, steel floors (1/4" A572 Gr 50), six (6) cribs, and side posts made of 8" x8" x3/8" tubular steel.

Unit Number

Unit Number

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