

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4810 FAX 415/398-4818

VIA AIR COURIER

July 31, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDED 20225 FILED 1925

AUG 19 1996 - 1 28 PM

INTERSTATE COMMERCE COMMISSION

AUG 19 1 28 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of June 1, 1996 between the following parties:

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

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-one (41) open top aggregate hopper railcars (See Exhibit A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd

Enclosure

nwr010.00

RECORDATION NO. 20225 FILED 1425

AUG 19 1996 - 1 35 PM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of June 1, 1995 is intended to evidence the Lease of Railroad Equipment dated as of June 1, 1995 (the "Lease") between THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York 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 forty-one (41) aggregate hopper railcars, more fully described in Exhibit 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

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

NORFOLK SOUTHERN RAILWAY COMPANY

By: *Walter M. Rosen*

By: *[Signature]*

Title: Senior Vice - President

Title: *Monica Pennington*

Date: June 20, 1996

Date: May 9, 1996

CM

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Dated June 1, 1995

Equipment Description:

Forty-one (41), 2,300 cubic foot, 100-ton capacity, two-pocket open top aggregate hopper railcars with 36 degree slope sheets and Miner Enterprise door mechanisms, built by Greenville Steel Car Company, 1969.

Reporting Mark & Numbers: NS 152800-152840

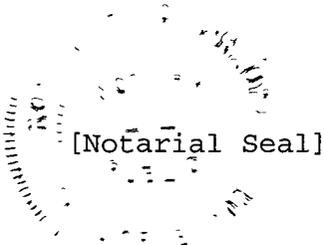
STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On June 20, 1996, before me, Rose Mary Dinnhaupt
personally appeared VICTORIA McMANUS, SENIOR VICE-PRESIDENT
of THE CIT GROUP/EQUIPMENT FINANCING, INC.,

_____ 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.



[Notarial Seal]

Rose Mary Dinnhaupt

SIGNATURE OF THE NOTARY

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 1997

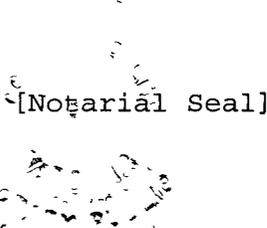
STATE OF VIRGINIA)
) S.S.
COUNTY OF ROANOKE)

On May 9, 1996, before me, Jane S. Sheemaker
personally appeared Harry M. Fridge,
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.



[Notarial Seal]

Jane S. Sheemaker

SIGNATURE OF THE NOTARY

My Commission Expires July 31, 2000