

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

18474  
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INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

November 12, 1993

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 Use Agreement dated as of October 14, 1993 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: Fifty (50) Gondola Railcars (See Annex A  
for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,



Maureen Krieg  
Contracts Administrator

mek  
Enclosures (2)

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MEMORANDUM OF USE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF USE AGREEMENT made as of October 14, 1993 is intended to evidence the Use Agreement dated as of October 14, 1993 (the "Agreement") between HELM FINANCIAL CORPORATION, a California corporation ("Owner"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Delaware corporation ("Railroad"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Railroad has the right to lease the fifty (50) gondola railcars, more fully described in Annex A hereto (the "Cars"). Railroad leased from Owner all the Cars at the rentals and upon the terms and conditions provided in the Agreement.

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

OWNER

HELM FINANCIAL CORPORATION

*[Handwritten signature]*  
By: \_\_\_\_\_

Title: President

Date: October 25, 1993

RAILROAD

NORFOLK SOUTHERN RAILWAY COMPANY

*[Handwritten signature]*  
By: \_\_\_\_\_

Title: Manager Material Car

Date: 10/19/93

ANNEX A

To the Memorandum of Use Agreement

Dated October 14, 1993

Equipment Description:

Thirty-five (35), 3,242 cubic foot, 65', 100-ton, GBS gondola railcars with 5'6" side height, 5/16" steel floors; built by Greenville in 1979.

Car Numbers:

ATW 651000-651034

Equipment Description:

Fifteen (15), 3,242 cubic foot, 65', 100-ton, GBS gondola railcars with 5'6" side height, 5/16" steel floors; built by Thrall in 1975.

Car Numbers:

ATW 650000-650014

STATE OF CALIFORNIA

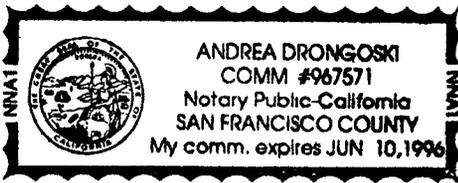
COUNTY OF SAN FRANCISCO

On Oct. 25, 1993, before me, Andrea Drongoski 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.

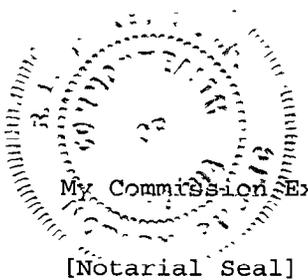
Witness my hand and official seal.



Andrea Drongoski  
SIGNATURE OF THE NOTARY

STATE OF Virginia )  
COUNTY OF Roanoke ) §

On this 19<sup>th</sup> day of October, 1993, before me personally appears H. G. Frisbie, to me personally known, who being by me duly sworn says that he is a MANAGER MATERIAL-MGR 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.



R. J. [Signature]  
Notary Public

July 31, 1996