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June 25, 1999

Via Messenger Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 22209

FILED

JUN 25 '99

1-00PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Railcar Security Agreement, dated as of June 24, 1999 (the "Memorandum of Railcar Security Agreement"), between Johnstown America Corporation, as the Secured Party, and Helm Financial Corporation, as the Debtor, which Memorandum of Railcar Security Agreement is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Memorandum of Railcar Security Agreement are:

Secured Party: Johnstown America Corporation
17 Johns Street
Johnstown, Pennsylvania 15901

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Railcar Security Agreement.

Mr. Vernon A. Williams
June 25, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

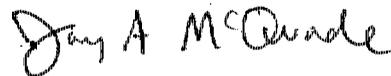
Kindly return one stamped original copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Joseph A. McQuade at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Railcar Security Agreement, dated as of June 24, 1999, between Johnstown America Corporation, as Secured Party, and Helm Financial Corporation, as Debtor, covering 125 Aluminum BethGon Coalporter Railcars.

Very truly yours,



Joseph A. McQuade

JAM/vgc
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

JUN 25 '99

1-00PM

MEMORANDUM OF RAILCAR SECURITY AGREEMENT

This Memorandum of Railcar Security Agreement is made and entered into as of June 24, 1999, by and between JOHNSTOWN AMERICA CORPORATION (hereinafter referred to as "Secured Party") and HELM FINANCIAL CORPORATION (hereinafter referred to as "Debtor").

Pursuant to the Railcar Manufacturing Agreement dated as of April 1, 1999 (the "Manufacturing Agreement") between Secured Party and Debtor, and subject to the terms and conditions therein set forth, Secured Party has agreed to manufacture and sell to Debtor, and Debtor has agreed to purchase from Secured Party, the railcars identified on Schedule A hereto (the "Railcars").

As security for the payment and fulfillment of its obligations to Secured Party under the Manufacturing Agreement pursuant to Section 5 of the Manufacturing Agreement, Debtor granted to Secured Party a security interest in the Railcars and the products, proceeds and accessions of and to any of the Railcars, together with all right, title and interest of Debtor therein and all rights and remedies which Debtor might exercise with respect thereto but for the execution of the Manufacturing Agreement.

As contemplated by the Manufacturing Agreement, Secured Party and Debtor hereby make this Memorandum of Railcar Security Agreement to confirm and perfect Secured Party's security interest in the Railcars. Secured Party and Debtor further acknowledge and confirm that this Memorandum of Railcar Security Agreement is not a summary of the Manufacturing Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Secured Party and Debtor agree that in the event of a conflict between this Memorandum of Railcar Security Agreement and the provisions of the Manufacturing Agreement, the provisions of the Manufacturing Agreement shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Railcar Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

SECURED PARTY:

JOHNSTOWN AMERICA CORPORATION

By: Michael P. Siva Jr.
 Name: MICHAEL P. SIVA JR.
 Title: Contract Admin.

DEBTOR:

HELM FINANCIAL CORPORATION

By: Richard C. Kirchner
 Name: Richard C. Kirchner
 Title: President

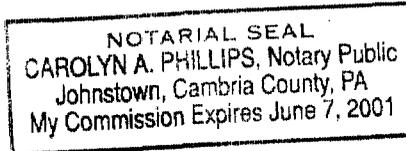
STATE OF PENNSYLVANIA)
)
) SS:
COUNTY OF CAMBRIA)

On this 23rd day of June 1999, before me personally appeared Michael P. Siska Jr., to me personally known, who being duly sworn, says that he is an officer of JOHNSTOWN AMERICA CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carolyn A. Phillips
Notary Public

[NOTARIAL SEAL]

My Commission Expires:



STATE OF CALIFORNIA)
COUNTY OF San Francisco) :SS

On this 22nd day of June, 1999, before me personally appeared Richard C. Kirchner, to me personally known, who being by me duly sworn, says that he is a President of Helm Financial Corporation, a California corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Matthew M. Ogburn
Notary Public

[NOTARIAL SEAL]

My Commission expires:

August 27, 1999



SCHEDULE A
TO MEMORANDUM OF RAILCAR SECURITY AGREEMENT

125 new Aluminum BethGon Coalporter railcars manufactured by
Johnstown America Corporation and bearing road marks and
numbers (all inclusive):

EDEX 99001 - EDEX 99002
EDEX 99300 - EDEX 99422