

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

September 29, 1999

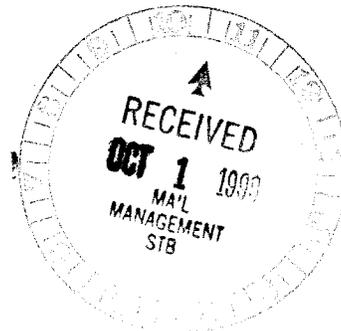
Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. **22437**

FILED

SEP 29 '99

9-00AM



Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of July 6, 1999 ("**Memorandum**") between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Solite Corporation
1504 Santa Rosa Road, Suite 200
Richmond, VA 23288

The equipment involved in this transaction is as follows:

Equipment: Ten (10) railcars as more fully described in Schedule A attached hereto.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. **22437** FILED

SEP 29 '99

9-00AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of July 6, 1999 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of July 6, 1999 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SOLITE CORPORATION, INC., a Pennsylvania corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

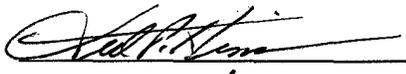
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SOLITE CORPORATION, INC.

By: 

By: 

Name: Richard C. Kirchner

Name: Solite Transportation

Title: President

Title: Transportation mgr.



SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Ten (10), 100-ton, roller bearing, 3420 and 3433 cubic foot, three pocket, open top hopper railcars equipped with fixed couplers; built by Bethlehem Steel Corporation, the C&O Raceland Shops and Greenville Steel Car in 1975-1981.

Unit Numbers:

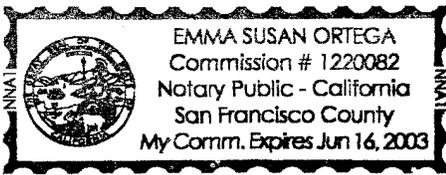
HLMX	582368
HLMX	582948
HLMX	587929
HLMX	587980
HLMX	588189
HLMX	588568
HLMX	588727
HLMX	588753
HMJX	87018
HMJX	87264

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 19, 1999, before me, Emma S. Ortega, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF VIRGINIA)
City) S.S.
COUNTY OF Richmond)

On August 17, 1999, before me, Carretta B. Evans, personally appeared Ted P. Hinson, of SOLITE CORPORATION, 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.

Carretta B. Evans
SIGNATURE OF THE NOTARY
My Commission Expires 4/30/01

[Notarial Seal]

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