

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

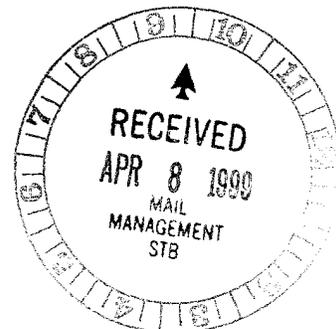
March 24, 1999

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

RECORDATION NO. 22109 FILED

APR 8 '99

9-30AM



Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Full Maintenance Lease Agreement dated as of February 26, 1998 ("**Memorandum**") between the following parties:

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

Lessee: CSR Southern Aggregates
7460 Phillips Highway
Jacksonville, FL 32256

The equipment involved in this transaction is as follows:

Equipment: Fifty (50) 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.

Sincerely,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 22109 FILED

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

APR 8 '99 9-30AM

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of February 26, 1998 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of February 26, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSR SOUTHERN AGGREGATES, a Georgia 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.

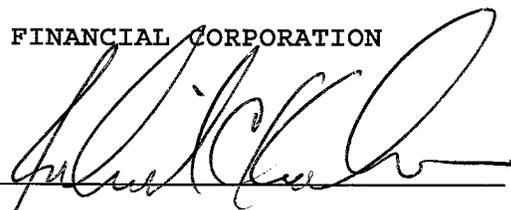
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

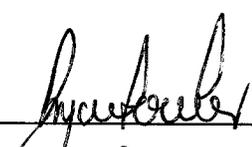
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CSR SOUTHERN AGGREGATES

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: BRYAN FOWLER

Its: President

Its: VICE PRESIDENT



**Schedule A
to the
Memorandum of Lease**

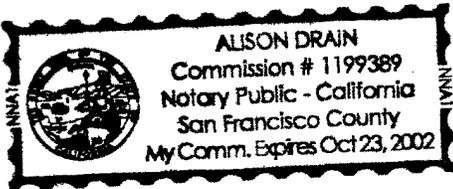
Equipment Description: Fifty (50), 3,350 c.f.c., 100-ton, 4-pocket open top hoppers with 45-degree slope sheets. Built by Bethlehem in 1974-1976.

	<u>Reporting</u>	<u>Marks</u>
1	AKMX	18012
2	AKMX	18018
3	AKMX	18023
4	AKMX	18036
5	AKMX	18046
6	AKMX	18053
7	AKMX	18054
8	AKMX	18055
9	AKMX	18060
10	AKMX	18061
11	AKMX	18067
12	AKMX	18082
13	AKMX	18083
14	AKMX	18111
15	AKMX	18115
16	AKMX	18125
17	AKMX	18128
18	AKMX	18130
19	AKMX	18133
20	AKMX	18143
21	AKMX	18145
22	AKMX	18153
23	AKMX	18163
24	AKMX	18177
25	AKMX	18186
26	AKMX	18190
27	HLMX	18201
28	HLMX	18208
29	HLMX	18212
30	HLMX	18215
31	HLMX	18224
32	HLMX	18225
33	HLMX	18242
34	HLMX	18243
35	HLMX	18265
36	HLMX	18271
37	HLMX	18284
38	HLMX	18286
39	HLMX	18291
40	HLMX	18300
41	HLMX	18347
42	HLMX	18366
43	HLMX	18383
44	HLMX	18384
45	HLMX	18390
46	HLMX	18392
47	HLMX	18394
48	HLMX	18410
49	HLMX	18427
50	HLMX	18440

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

On March 19th, 1999, before me, Alison Drain, 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.



[Notarial Seal]

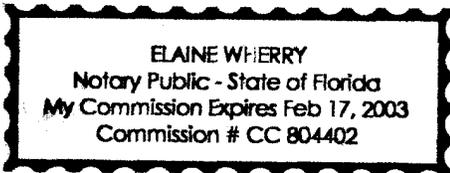
Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

STATE OF Florida)
) S.S.
COUNTY OF Palm Beach)

On March 10th, 1999, before me, Bryan Fowler, personally
appeared _____, of CSR SOUTHERN AGGREGATES,
✓ 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.



[Notarial Seal]

Witness my hand and official seal.

Elaine Wherry
SIGNATURE OF THE NOTARY

Handwritten initials: RW CM