

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA UPS TWO DAY AIR

March 1, 1999

RECORDATION NO. 22051 FILED
MAR 3 '99 10-00 AM

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

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Net Lease Agreement** dated as of January 20, 1999 ("**Memorandum**") between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership
c/o Helm Atlantic Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.
500 Water Street, J-220
Jacksonville, FL 32202

The equipment involved in this transaction is as follows:

Equipment: Twenty (20) boxcars as more fully described in Schedule A to the Memorandum 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,


Alison Drain
Document Administrator

/ad
Enclosures (2)

**MEMORANDUM OF
NET LEASE AGREEMENT**

MAR 3 '99 10-00 AM

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of January 20, 1999 and is intended to evidence that certain Net Lease Agreement dated as of October 1, 1994 ("Lease") between **HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP**, a Delaware limited partnership ("Lessor"), and **CSX TRANSPORTATION, INC.**, a Virginia 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, described in Schedule A hereto ("Cars") and Lessee has leased from Lessor the Cars at the Rent and upon the terms and conditions provided in the Lease.

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.

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

CSX TRANSPORTATION, INC.

By: HELM ATLANTIC CORPORATION
Its: General Partner

By: 

Print Name: David R. Eckles

Title: President

By: 

Print Name: James H. Tilly

Title: Asst. Treasurer

SCHEDULE A

TO THE MEMORANDUM OF NET LEASE AGREEMENT

THE CARS

Car Description:

Twenty (20), 4 door, 86' boxcars.

Car Mark and Numbers:

NOKL 86001, 86004, 86005, 86007, 86009, 86013, 86019, 86022, 86027,
86036, 86037, 86042, 86046, 86054, 86062, 86072, 86077, 86078,
86080, 86089

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

On January 19, 1999, before me, Matthew M. Ogburn, personally appeared David R. Eckles, President of HELM ATLANTIC 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.

Matthew M. Ogburn
SIGNATURE OF THE NOTARY

[Notarial Seal]

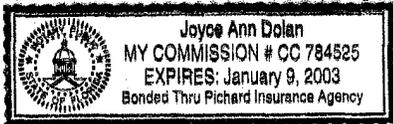
STATE OF FLORIDA)
) S.S.
COUNTY OF Duval)

On ~~January~~ February, 1999, before me, Joyce Ann Dolan, personally appeared James M. Tulley, Assistant Treasurer of CSX TRANSPORTATION, 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.



Joyce Ann Dolan
SIGNATURE OF THE NOTARY

[Notarial Seal]