

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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VIA UPS TWO DAY AIR

March 1, 1999

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

RECORDATION NO. 22049 FILED

MAR 3 '99

10-00AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Net Lease Agreement** dated as of September 1, 1995 ("**Memorandum**") between the following parties:

Lessor:	Helm Financial 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:	One hundred seven (107) railcars as more fully described in <u>Schedule A</u> attached hereto.
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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 September 1, 1995 and is intended to evidence that certain Net Lease Agreement dated as of September 1, 1995 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("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.

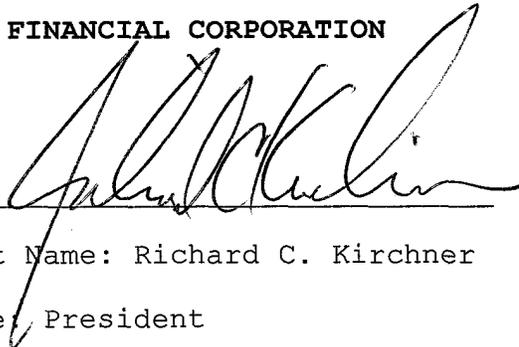
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

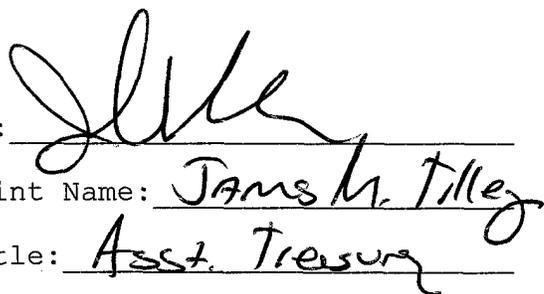
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CSX TRANSPORTATION, INC.

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: James M. Tilley

Title: President

Title: Asst. Treasury

SCHEDULE A

TO THE MEMORANDUM OF NET LEASE AGREEMENT

THE CARS

Car Description:

One hundred seven (107), 4,000 cubic foot, 100-ton, open top hopper railcars equipped with rotary couplers; built by Thrall in 1986.

Car Mark and Numbers:

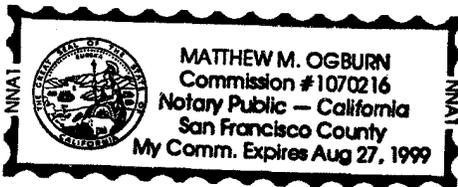
CSXT 351500-351553, 351555-351561, 351563-351579, 351581-351609.

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

On January 18, 1999, before me, Matthew M. Ogburn, 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.

Matthew M. Ogburn
SIGNATURE OF THE NOTARY

[Notarial Seal]

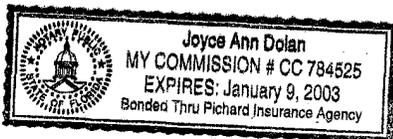
STATE OF FLORIDA)
) S.S.
COUNTY OF DUVAL)

On January FEBRUARY 4, 1999, before me, JOYCE ANN DOLAN, personally appeared JAMES M. TILLEY, 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.



[Notarial Seal]

Joyce Ann Dolan
SIGNATURE OF THE NOTARY