

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

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. 22048 FILED

MAR 3 '99 10-00AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Net Lease Agreement** dated as of May 27, 1994 ("**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: Two hundred twenty-five (225) 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,



Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 22048 FILED

**MEMORANDUM OF
NET LEASE AGREEMENT**

MAR 3 '99 10-00AM

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of May 27, 1994 and is intended to evidence that certain Net Lease Agreement dated as of May 27, 1994 ("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 H. Tilly

Title: President

Title: Asst. Treasury

SCHEDULE A

TO THE MEMORANDUM OF NET LEASE AGREEMENT

THE CARS

Car Description: Two hundred twenty-five (225), 4,000-4,126 cubic foot capacity, 100-ton, open top hopper railcars; manufactured by Greenville Car Company in 1978 or Richmond Tank Car Company in 1975.

Car Mark and Numbers:

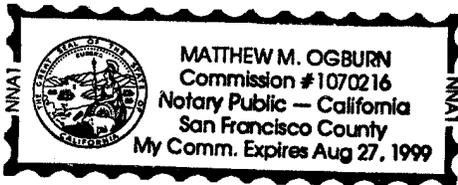
HLMX 62700-62727, 62729-62779; 84221-84249, 84251-84253, 84255-84333, 84335-84359, 84361-84370.

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]

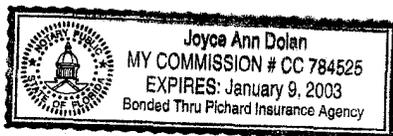
STATE OF FLORIDA)
) S.S.
COUNTY OF DUVAL)

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.



Joyce Ann Dolan
SIGNATURE OF THE NOTARY

[Notarial Seal]