

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 17, 1999

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

RECORDATION NO. 22110 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 December 31, 1998 ("**Memorandum**") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Wheelabrator Coal Services Company 3505 Olsen Boulevard, Suite 210 Amarillo, TX 79109

The equipment involved in this transaction is as follows:

Equipment:	One hundred seventeen (117) 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)

RECORDATION NO. 22110 FILED

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

APR 8 '99

9-30AM

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of December 31, 1998 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of December 31, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and WHEELABRATOR COAL SERVICES COMPANY, a Delaware 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.

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

WHEELABRATOR COAL SERVICES COMPANY

By: 
Print Name: Richard C. Kirchner
Title: President

By: 
Print Name: Bob Sillivent
Title: General Manager

SCHEDULE A

TO THE MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT

THE UNITS

Description of Units:

One hundred sixteen (117), 4,000 cubic foot, 106-ton capacity, steel, open top, coal gondola railcars with rotary couplers; built by Bethlehem Steel Corporation in 1981.

Mark	Number	Mark	Number	Mark	Number
1	GSNX 62	49	GSNX 395	97	GSNX 573
2	GSNX 102	50	GSNX 404	98	GSNX 580
3	GSNX 103	51	GSNX 408	99	GSNX 582
4	GSNX 113	52	GSNX 412	100	GSNX 583
5	GSNX 120	53	GSNX 421	101	GSNX 585
6	GSNX 128	54	GSNX 422	102	GSNX 589
7	GSNX 133	55	GSNX 425	103	GSNX 595
8	GSNX 146	56	GSNX 433	104	GSNX 605
9	GSNX 147	57	GSNX 434	105	GSNX 617
10	GSNX 152	58	GSNX 444	106	GSNX 630
11	GSNX 171	59	GSNX 445	107	GSNX 657
12	GSNX 174	60	GSNX 446	108	GSNX 660
13	GSNX 177	61	GSNX 458	109	GSNX 672
14	GSNX 187	62	GSNX 468	110	GSNX 673
15	GSNX 191	63	GSNX 469	111	GSNX 675
16	GSNX 193	64	GSNX 476	112	GSNX 677
17	GSNX 196	65	GSNX 477	113	GSNX 680
18	GSNX 204	66	GSNX 480	114	GSNX 691
19	GSNX 220	67	GSNX 482	115	GSNX 692
20	GSNX 221	68	GSNX 483	116	GSNX 694
21	GSNX 229	69	GSNX 491	117	GSNX 696
22	GSNX 231	70	GSNX 493		
23	GSNX 233	71	GSNX 500		
24	GSNX 236	72	GSNX 503		
25	GSNX 239	73	GSNX 506		
26	GSNX 241	74	GSNX 507		
27	GSNX 244	75	GSNX 508		
28	GSNX 249	76	GSNX 510		
29	GSNX 257	77	GSNX 511		
30	GSNX 258	78	GSNX 514		
31	GSNX 259	79	GSNX 517		
32	GSNX 264	80	GSNX 518		
33	GSNX 273	81	GSNX 523		
34	GSNX 279	82	GSNX 530		
35	GSNX 284	83	GSNX 532		
36	GSNX 292	84	GSNX 533		
37	GSNX 310	85	GSNX 539		
38	GSNX 340	86	GSNX 544		
39	GSNX 345	87	GSNX 545		
40	GSNX 351	88	GSNX 547		
41	GSNX 357	89	GSNX 553		
42	GSNX 360	90	GSNX 554		
43	GSNX 363	91	GSNX 560		
44	GSNX 366	92	GSNX 562		
45	GSNX 367	93	GSNX 563		
46	GSNX 373	94	GSNX 568		
47	GSNX 374	95	GSNX 569		
48	GSNX 378	96	GSNX 571		

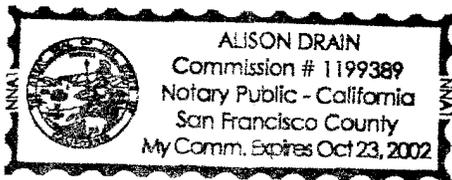
JK

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

On March 16th, 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.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

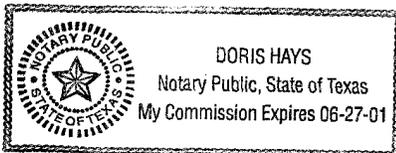
[Notarial Seal]

STATE OF Texas)
) S.S.
COUNTY OF Patter)

On March 1, 1999, before me, Bob Sillivent, personally
appeared Bob Sillivent, of WHEELABRATOR COAL SERVICES
COMPANY,

/ 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.

Doris Hays
SIGNATURE OF THE NOTARY

[Notarial Seal]

8