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HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

RECORDATION NO 2/20/98 FILED

January 21, 1998

FEB 3 '98 1-50 PM

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

Dear Mr. Williams:

Enclosed are (2) originals of Memorandum of Master Lease Agreement dated May 26, 1996 intended to evidence Schedule No. 1 dated May 26, 1996 to the Master Lease Agreement dated as of May 26, 1996 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Winchester and Western Railroad Company 258 Elm Street New Canaan, CT 06840

The equipment involved in this transaction is as follows:

Equipment: Ten (10) railcars (See attached Schedule A to the Memorandum for reporting mark and numbers.)

Please file this agreement as a supplementary document to the enclosed Memorandum of Master Lease Agreement dated May 26, 1996. A check covering the twenty-four dollar (\$24.00) filing fee is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

FEB 3 '98

1-50 PM

MEMORANDUM OF
MASTER LEASE AGREEMENT

THIS MEMORANDUM OF MASTER LEASE AGREEMENT made as of May 26, 1996 ("Memorandum") is intended to evidence Schedule No. 1 dated as of May 26, 1996 ("Schedule No. 1") to the Master Lease Agreement, dated as of May 26, 1996 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and WINCHESTER AND WESTERN RAILROAD COMPANY, 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. 11303. Lessor has the right to lease the ten (10) railcars more fully described in the Schedule A hereto ("Unit(s)"). Lessee leased from Lessor each Unit at the Rent and upon the terms and conditions provided in the Master Lease and the Schedule No. 1.

The Master Lease, Schedule No. 1 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 Master 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 Master Lease, Lessee assigns any and all subleases to Lessor.

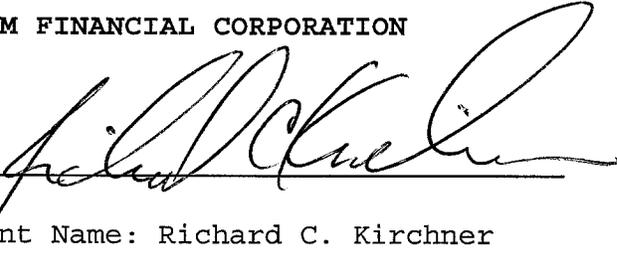
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

WINCHESTER AND WESTERN RAILROAD COMPANY

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: W.P. LIGH

Title: President

Title: PRESIDENT

CWL

SCHEDULE A
TO THE MEMORANDUM OF MASTER LEASE

THE UNITS

Equipment Description:

Ten (10), 52'6", 70-ton RBL boxcars equipped with two (2) single air-pac bulkheads. Units built by FGE in 1979.

Unit Numbers: WW 2501-2510

CM

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

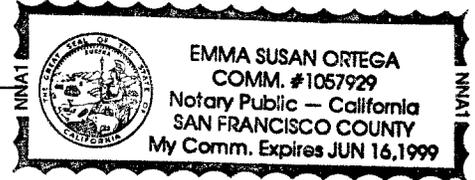
On January 20, 1998, before me, Emma S. Ortega,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY



[Notarial Seal]

STATE OF VIRGINIA)
) S.S.
COUNTY OF)

On January 9th, 1998, before me, Brenda S. Sites,
personally appeared W.P. Light, President of WINCHESTER AND
WESTERN RAILROAD 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.

Brenda Sites
SIGNATURE OF THE NOTARY

[Notarial Seal]

my commission expires 03/31/98

EMM