

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 21372 FILED

VIA AIR COURIER

MAY 6 '98

11-09 AM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

May 5, 1998

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 the Net Lease Agreement ("**Memorandum**") made as of February 2, 1998 between the following parties:

Lessor: Helm Atlantic Associates Limited Partnership  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Ohio Central Railroad System  
136 South 5th Street  
Coshocton, OH 43812

The equipment involved in this transaction is as follows:

Equipment: Fifteen (15), 100-ton, 52'6", 263,000 pounds gross weight on rail, covered gondola railcars with new covers and coil racks. Unit Numbers: OHCR 1000-1014.

Please file this agreement as a primary document. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (2)

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MEMORANDUM OF  
NET LEASE AGREEMENT

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is made as of February 2, 1998 and is intended to evidence that certain Net Lease Agreement dated as of February 2, 1998 ("Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and OHIO CENTRAL RAILROAD SYSTEM, an Ohio 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.

The Lease 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 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 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-ATLANTIC ASSOCIATES

OHIO CENTRAL RAILROAD SYSTEM

By: Helm Atlantic Corporation,  
its General Partner

By: 

Print Name: David R. Eckles

Its: President

By: 

Print Name: WILLIAM A. STRAWN II

Its: PRESIDENT

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Fifteen (15), 100-ton, 52'6", 263,000 pounds gross weight on rail, covered gondola railcars with new covers and coil racks.

Unit Numbers:

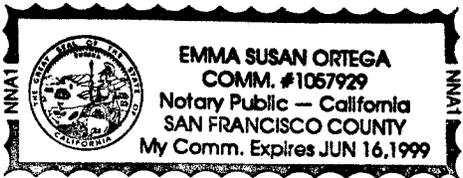
OHCR 1000-1014

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

On 7th April, 1998, before me, Emma S. Ortega, 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.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF OHIO )  
 ) S.S.  
COUNTY OF Cochran )

On April 6, 1998, before me, Janelle A. Frischen, personally appeared William A. Strawn II, President of OHIO CENTRAL RAILROAD SYSTEM,

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.

Janelle A Frischen  
SIGNATURE OF THE NOTARY

[Notarial Seal]