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Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. **18746** FILED 1425

MAR 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

0100156018

March 28, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Chattel Mortgage and Security Agreement dated 3/3/94 between the following parties:

Secured Party: Rail Wagons, Inc.
500 Water Street
Jacksonville, FL 32202

Debtor: Helm-Atlantic Associates Limited
Partnership
One Embarcadero Center
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: 254, 4000 cf 100-ton Gondolas
WISX 1015-1299, NI

Please file this document as a primary agreement. The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

Mary Ann Oster

Interstate Commerce Commission
Washington, D.C. 20423

3/28/94

OFFICE OF THE SECRETARY

Mary A. Oster

Research Consultant

Oster Researching Services
12897 Colonial Dr.
Mt Airy, MD. 21771

Dear Mrs. Oster:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/28/94 at 9:50am, and assigned
recordation number(s). 18746

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18746 FILED 1425

MAR 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of March 3, 1994, between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware Limited partnership (hereinafter called the Borrower), and RAIL WAGONS, INC., a Delaware corporation (hereinafter called the Secured Party).

WHEREAS the parties hereto have entered into a Chattel Mortgage and Security Agreement dated as of the date hereof, pursuant to which the Borrower

(a) grants to the Secured Party a mortgage on and security interest in all of the Borrower's right, title, and interest in and to the railroad equipment listed in Schedule A hereto, the bills of sale and any vendors', manufacturers', or contractors warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto, and all cash or non-cash proceeds therefrom, including car hire charges and interchange settlements; and

(b) assigns to the Secured Party all of the Borrower's right, title and interest in and to all leases, car contracts, and other agreements regarding the use, bailment, or lease of the railroad equipment listed in Schedule A hereto, and all payments, including, without limitation, the immediate and continuing right to all payments of rent and car hire due or to become due thereunder.

NOW, THEREFORE, the parties do hereby confirm and acknowledge for the public record the grant of security interest, mortgage, and assignment described herein, all pursuant to the aforesaid Chattel Mortgage and Security Agreement.

IN WITNESS WHEREOF the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP by Helm Atlantic Corporation its general partner

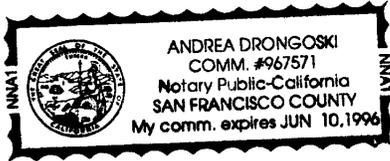
by *[Signature]* Title *Chief Financial Officer*

RAIL WAGONS, INC.

by *[Signature]* Title *Treasurer*

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) SS.:

On this 7th day of March, 1994, before me personally appeared John F. Dairs, to me personally known, who, by me being duly sworn, says that he is the CFO of Helm Atlantic Corporation, general partner of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, and that the foregoing instrument was signed on behalf of said partnership by authority of its agreement of limited partnership, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.



Andrea Drongoski
.....
Notary Public

My commission expires:

STATE OF GEORGIA)
)
COUNTY OF Camden) SS.:

On this 3rd day of March, 1994, before me personally appeared Ab Aftora, to me personally known, who, by me being duly sworn, says that he is a Pres of RAIL WAGONS, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darryl M. Clark
.....
Notary Public

My commission expires:

Notary Public, Camden County, Georgia
My Commission Expires Jan. 10, 1993

SCHEDULE A

Two hundred fifty-four (254), 4,000 cubic foot, 100 ton capacity,
53'1" gondola railcars equipped with rotary couplers;
manufactured by Thrall in 1977, numbered as follows:

WISX 1015	WISX 1066	WISX 1117	WISX 1173
WISX 1016	WISX 1067	WISX 1118	WISX 1174
WISX 1017	WISX 1068	WISX 1119	WISX 1175
WISX 1018	WISX 1069	WISX 1120	WISX 1176
WISX 1020	WISX 1070	WISX 1121	WISX 1177
WISX 1021	WISX 1071	WISX 1122	WISX 1178
WISX 1022	WISX 1072	WISX 1124	WISX 1179
WISX 1023	WISX 1073	WISX 1126	WISX 1180
WISX 1025	WISX 1074	WISX 1127	WISX 1181
WISX 1026	WISX 1075	WISX 1128	WISX 1182
WISX 1027	WISX 1076	WISX 1129	WISX 1183
WISX 1028	WISX 1078	WISX 1130	WISX 1185
WISX 1029	WISX 1079	WISX 1131	WISX 1186
WISX 1030	WISX 1080	WISX 1132	WISX 1187
WISX 1031	WISX 1083	WISX 1133	WISX 1188
WISX 1032	WISX 1084	WISX 1135	WISX 1189
WISX 1033	WISX 1085	WISX 1137	WISX 1190
WISX 1034	WISX 1086	WISX 1138	WISX 1191
WISX 1035	WISX 1087	WISX 1139	WISX 1192
WISX 1036	WISX 1088	WISX 1140	WISX 1193
WISX 1037	WISX 1089	WISX 1142	WISX 1194
WISX 1039	WISX 1090	WISX 1143	WISX 1195
WISX 1040	WISX 1091	WISX 1144	WISX 1196
WISX 1041	WISX 1092	WISX 1145	WISX 1198
WISX 1042	WISX 1093	WISX 1146	WISX 1199
WISX 1043	WISX 1094	WISX 1147	WISX 1200
WISX 1044	WISX 1095	WISX 1148	WISX 1201
WISX 1045	WISX 1096	WISX 1149	WISX 1202
WISX 1046	WISX 1097	WISX 1150	WISX 1203
WISX 1047	WISX 1098	WISX 1151	WISX 1204
WISX 1048	WISX 1099	WISX 1152	WISX 1205
WISX 1049	WISX 1100	WISX 1153	WISX 1206
WISX 1050	WISX 1101	WISX 1155	WISX 1207
WISX 1052	WISX 1102	WISX 1157	WISX 1208
WISX 1053	WISX 1103	WISX 1158	WISX 1209
WISX 1054	WISX 1104	WISX 1159	WISX 1211
WISX 1055	WISX 1105	WISX 1161	WISX 1212
WISX 1056	WISX 1106	WISX 1162	WISX 1213
WISX 1057	WISX 1107	WISX 1163	WISX 1214
WISX 1058	WISX 1108	WISX 1164	WISX 1215
WISX 1059	WISX 1109	WISX 1165	WISX 1217
WISX 1060	WISX 1110	WISX 1166	WISX 1218
WISX 1061	WISX 1111	WISX 1167	WISX 1219
WISX 1062	WISX 1112	WISX 1168	WISX 1220
WISX 1063	WISX 1113	WISX 1170	WISX 1223
WISX 1064	WISX 1115	WISX 1171	WISX 1224
WISX 1065	WISX 1116	WISX 1172	WISX 1225

SCHEDULE A - continued

Unit Numbers:

WISX 1227	WISX 1284
WISX 1229	WISX 1285
WISX 1230	WISX 1286
WISX 1231	WISX 1287
WISX 1232	WISX 1288
WISX 1233	WISX 1289
WISX 1234	WISX 1290
WISX 1235	WISX 1291
WISX 1236	WISX 1292
WISX 1237	WISX 1293
WISX 1238	WISX 1294
WISX 1239	WISX 1295
WISX 1240	WISX 1296
WISX 1241	WISX 1297
WISX 1242	WISX 1298
WISX 1243	WISX 1299
WISX 1245	
WISX 1246	
WISX 1247	
WISX 1248	
WISX 1249	
WISX 1250	
WISX 1251	
WISX 1252	
WISX 1253	
WISX 1254	
WISX 1255	
WISX 1256	
WISX 1257	
WISX 1258	
WISX 1259	
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WISX 1282	
WISX 1283	