

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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VIA AIR COURIER

19470

June 19, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of April 11, 1995 between the following parties:

Lessor: Helm Financial Corporation.
1 Embarcadero Center, Suite 3500
San Francisco, CA 94111

Lessee: Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, NC 27622

The equipment involved in this transaction is as follows:

Equipment: Sixty-eight (68) open top hoppers (See Exhibit A attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,


Nathalie Kern
Administrative Assistant

/nh

Enclosures (2)

19476

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of April 11, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of April 11, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and MARTIN MARIETTA MATERIALS, INC., a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixty-eight (68) open top hopper railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

MARTIN MARIETTA MATERIALS, INC.

By: [Signature] *CM*
Title: President
Date: May 22, 1995

By: [Signature]
Title: Director of Marketing
Date: 5-5-95

CM

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Dated April 11, 1995

Equipment Description:

Sixty-eight (68), 100-ton, 2,100 cubic foot, rapid discharge, open top hopper railcars with an interior slope of 55 degrees; built by National Steel Car of Canada under license from Ortner in 1974.

Unit Numbers:

HLMX 351058, 351059, 351061, 351062, 351063, 351065, 351066,
351069, 351071, 351072, 351074, 351076, 351080, 351081,
351082, 351083, 351084, 351085, 351086, 351088, 351090,
351094, 351097, 351098, 351100, 351101, 351102, 351103,
351104, 351106, 351107, 351108, 351113, 351115, 351116,
351117, 351118, 351119, 351122, 351124, 351126, 351128,
351129, 351131, 351132, 351133, 351135, 351136, 351137,
351139, 351138, 351142, 351143, 351149, 351153, 351154,
351158, 351160, 351161, 351165, 351166, 351167, 351168,
351171, 351172, 351173, 351174, 351177

CM

