

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

June 3, 1997

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

RECORDATION NO. *19822-A*

FILED

JUN 4 '97

11-00AM

JUN 4 11 00 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Amended Memorandum of Lease of Railroad Equipment dated as of July 22, 1996 ("Memorandum of Lease") between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Florida Rock Industries, Inc.
155 East 21st Street
Jacksonville, FL 32206

The equipment involved in this transaction is as follows:

Equipment: Fifty-eight (58) open top hopper railcars, more fully described in Schedule A to the Memorandum of Lease.

Please file this agreement as a supplementary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P. Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

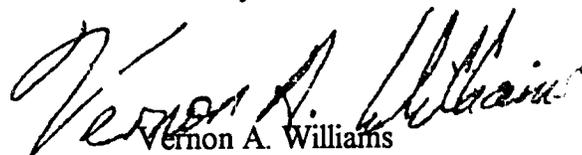
DATE: 6/4/97

Patrick Hapin
Document Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 6/4/97 at 10:57 AM and 11:00AM, and assigned recordation number(s). 17567-C, 18905-P, 18905-Q, 20703, 20804, 13690-I, 16229-C, 18007-B, 19430-A and 19822-A.

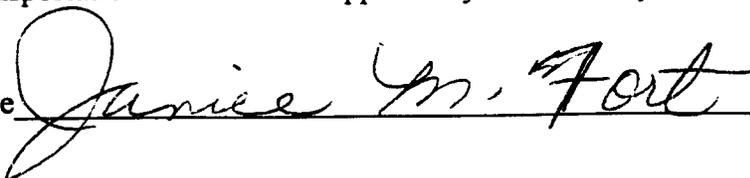
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 240.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JUN 4 '97 11-00AM

AMENDED MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS AMENDED MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (the "Memorandum") is made as of July 22, 1996 and is intended to evidence that certain Amendment No. 1 made as of July 22, 1996 ("Amendment No. 1") to the Lease of Railroad Equipment made as of September 1, 1995, as amended ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and FLORIDA ROCK INDUSTRIES, INC., a Florida corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars, more fully described in Schedule A.1 hereto (the "Units"). The Lease is on file with the STB under ICC Recordation No. 19822 filed on December 22, 1995. Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease and Amendment No. 1.

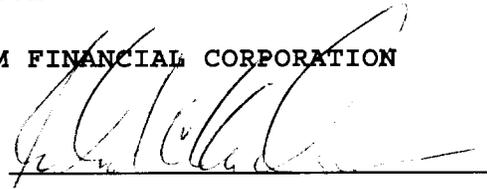
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

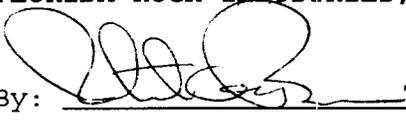
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

FLORIDA ROCK INDUSTRIES, INC.

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: ROBERT G. O'BRIEN

Its: President

Its: PRES. FLA. DIVISION

RS

SCHEDULE A.1.

TO THE AMENDED MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT DATED AS OF JUNE 3, 1996

THE UNITS

Equipment Description:

Fifty-eight (58), 100-ton, 3433 cubic foot capacity, three-pocket, open top hopper railcars with 42/30 degree slope sheets; built by C&O Shop, Raceland KY and Norfolk Western Shop, Roanoke, VA in 1978-1979.

<u>Unit Number</u>		<u>Unit Number</u>	
1.	HLMX 16302	31.	HMJX 17146
2.	HLMX 16306	32.	HMJX 17148
3.	HLMX 16309	33.	HMJX 17149
4.	HLMX 16310	34.	HMJX 17152
5.	HLMX 16312	35.	HMJX 17155
6.	HLMX 16313	36.	HMJX 17158
7.	HLMX 16314	37.	HMJX 17160
8.	HLMX 16316	38.	HMJX 17161
9.	HLMX 16317	39.	HMJX 17163
10.	HLMX 16319	40.	HMJX 17164
11.	HLMX 16321	41.	HMJX 17167
12.	HLMX 16322	42.	HMJX 17170
13.	HLMX 16324	43.	HMJX 17176
14.	HLMX 16341	44.	HMJX 17177
15.	HLMX 33001	45.	HMJX 17178
16.	HMJX 17102	46.	HMJX 17180
17.	HMJX 17103	47.	HMJX 17182
18.	HMJX 17109	48.	HMJX 17185
19.	HMJX 17111	49.	HMJX 17186
20.	HMJX 17112	50.	HMJX 17187
21.	HMJX 17113	51.	HMJX 17190
22.	HMJX 17116	52.	HMJX 17191
23.	HMJX 17118	53.	HMJX 17192
24.	HMJX 17120	54.	HMJX 17195
25.	HMJX 17121	55.	HMJX 17196
26.	HMJX 17128	56.	HMJX 17197
27.	HMJX 17132	57.	HMJX 17198
28.	HMJX 17133	58.	HMJX 17199
29.	HMJX 17141		
30.	HMJX 17142		

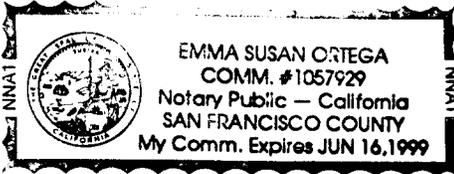
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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 2, 1997, before me, Emma S. Ortega - Notary Public
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 FLORIDA)
) S.S.
COUNTY OF DUVAL)

On April 10, 1997, before me, Donna Lynne Rehberg
personally appeared Robert G. O'Brien, President-Fla Div. of
FLORIDA ROCK INDUSTRIES, INC.,

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.

DONNA LYNNE REHBERG
Notary Public, State of Florida
My Comm. Exp. Nov. 1, 1997
Comm. No. CC 327349

Donna Lynne Rehberg
SIGNATURE OF THE NOTARY

[Notarial Seal]