

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

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

VIA AIR COURIER

1 3872

January 4, 1996

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 August 23, 1995 between the following parties:

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

Lessee: Hampton Materials and Handling, Inc.
52 Foster Avenue
Bridge Hampton, NY 11932

The equipment involved in this transaction is as follows:

Equipment: Twenty (20) 100-ton open top hopper railcars (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,



Chris Dilley
Administrative Assistant

/cpd

Enclosure



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/5/96

Office Of The Secretary

Chris Dilley
Administrative Assistant
Helm-Atlantic Associates
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/5/96 at 2:50PM, and assigned recordation number(s). 19872, 19873, 19874, 19875, 19876, 19877, 19878 and 19432-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$168.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of August 23, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of August 23, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), HAMPTON MATERIALS AND HANDLING, INC., a New York corporation ("Lessee"), and RJN ASSOCIATES, LTD., a New York corporation ("Guarantor"), 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 twenty (20) open top hopper railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

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

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

HAMPTON MATERIALS AND HANDLING
INC.

By: Helm Atlantic Corporation,
its General Partner

By: *DR Eckles*
David R. Eckles
Title: President
Date: 12/13/95

By: *RJP Jr*
Richard J. Principi, Jr.
Title: President
Date: _____

~~By: *JA Hauf*
John A. Hauf
Title: General Manager
Date: _____~~

GUARANTOR
RJN ASSOCIATES, LTD.

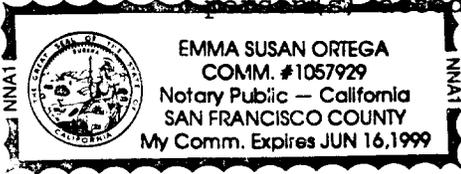
By: *Richard J Novak*
Richard J. Novak
Title: President
Date: 11/29/95

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

On December 13, 1995, 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

STATE OF NEW YORK)
) S.S.
COUNTY OF SUFFOLK)

On 11/27, 1995, before me, B. Gunn, personally appeared Richard J. Principi, Jr., President of HAMPTON MATERIALS AND HANDLING, 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.

Barry W. Gunn
BARRY W. GUNN
Notary Public, State of New York
No. 30-4718892
Qualified in Nassau County
SIGNATURE OF ~~Commission Expires~~ 11

CM

STATE OF NEW YORK)
) S.S.
COUNTY OF SUFFOLK)

Handwritten signature

On _____, 19____, before me, _____, personally appeared John A. Hauf, General Manager of HAMPTON MATERIALS AND HANDLING, 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.

SIGNATURE OF THE NOTARY

STATE OF NEW YORK)
) S.S.
COUNTY OF SUFFOLK)

On 11/28, 1995, before me, B. Gunn, personally appeared R. Nozak, President of RJN ASSOCIATES, LTD.

_____ 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.

Handwritten signature of Barry W. Gunn

BARRY W. GUNN
Notary Public, State of New York
No. 30-4718892
Qualified in Nassau County
~~Commission Expires~~

SIGNATURE OF THE NOTARY

Handwritten mark

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment dated August 23, 1995 between Helm-Atlantic Associates Limited Partnership and Hampton Materials and Handling, Inc.

Equipment Description:

Twenty (20) 100-ton open top hopper railcars

Units' Reporting Mark & Numbers:

HATX 45060 - 45079

CM