

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 15, 1996

20061

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Mr. Williams

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of March 11, 1996 between the following parties:

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

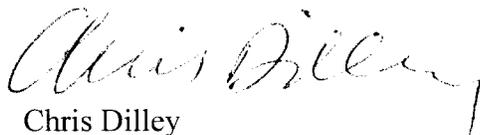
Lessee: CSX Transportation, Inc.  
550 Water Street, J-430  
Jacksonville, FL 32202

The equipment involved in this transaction is as follows:

Equipment: (See Schedule 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

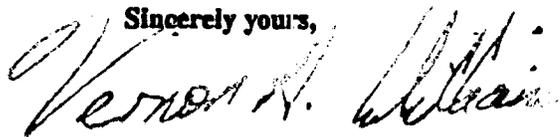
5/16/96

Chris Dilley  
Administrative Assistant  
Helm Financial Corporation  
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 5/16/96 at 3:25PM, and assigned recordation number(s). 20060, 20061, 20062, 20063, 20064 and 20065; 19582-A, 19582-B, 19583-A, 19583-B, 19878-B and 19956-A.

Sincerely yours,

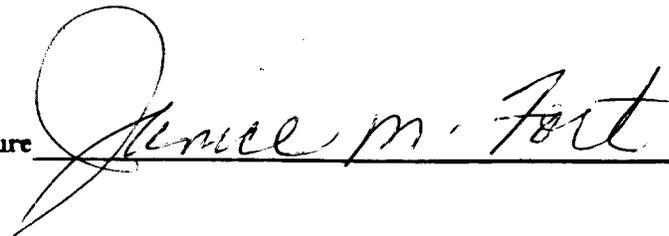


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 252.00 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



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MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") made as of March 11, 1996 is intended to evidence the Locomotive Lease Agreement, dated as of March 11, 1996 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia 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. 11303. Lessor has the right to lease the locomotives, more fully described in Schedule 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, the parties hereto have caused this Memorandum to of Lease be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

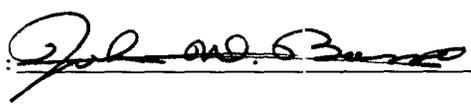
CSX TRANSPORTATION, INC.

By: Helm Atlantic Corporation,  
its General Partner

*cm* By: 

Print Name: David R. Eckles

Its: President

By: 

Print Name: John W. Basso

Its: Vice President

*cm*

SCHEDULE A

TO THE MEMORANDUM OF LEASE

Units' Reporting  
Mark & Numbers:

Type:

HATX 930	SD45-T2
HATX 931	SD45-T2
HATX 934	SD45-T2
HATX 935	SD45-T2
HATX 945	SD45-T2
HATX 104	GP38
HATX 109	GP38
HATX 112	GP38

CM

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

On May 6, 1996, before me, Chris Dilley personally appeared David R. Eckles, President of HELM ATLANTIC CORPORATION,

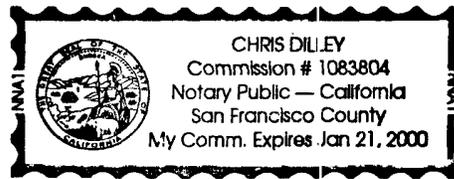
X personally known to me -OR-

— 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.

Chris Dilley  
SIGNATURE OF THE NOTARY

[Notarial Seal]



STATE OF \_\_\_\_\_ )  
 ) S.S.  
COUNTY OF \_\_\_\_\_ )

On April 24, 1996, before me, Sam R. Raley personally appeared John W. Basso, Vice President of CSX TRANSPORTATION, INC.,

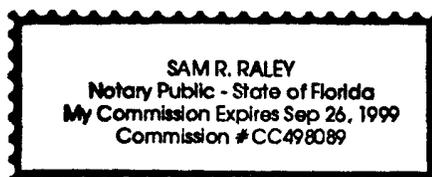
X personally known to me -OR-

— 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.

Sam R. Raley  
SIGNATURE OF THE NOTARY

[Notarial Seal]



CM