

P

HELM

FINANCIAL CORPORATION

RECORDATION NO. ~~20872~~ **A**
~~20872~~
22109A

SEP 19 1999

9:00 AM

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

September 29, 1999

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

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment to Lease ("Memorandum") dated as of May 26, 1999 which is intended to evidence **Amendment No. 1** dated as of May 26, 1999 to the Full Maintenance Lease Agreement dated as of February 26, 1998, as amended, between the following parties:

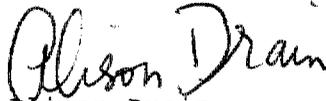
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	CSR Southern Aggregates 7460 Phillips Highway Jacksonville, FL 32256

The equipment involved in this transaction is as follows:

Equipment:	Eighteen (18) railcars as more fully described in <u>Schedule A.1</u> attached hereto.
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Please file this Memorandum as a supplementary document to Recordation No. 22109 filed on April 8, 1999 at 9:30 A.M., and return one (1) stamped original to my attention. A check covering filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,



Alison Drain
Document Administrator

/ad
Enclosures (2)

~~20822A~~

22109A

JUN 19 1999

9:00 AM

MEMORANDUM OF
AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF RAILROAD EQUIPMENT LEASE AGREEMENT ("Memorandum") dated as of May 26, 1999 is intended to evidence the Amendment No. 1 dated as of May 26, 1999 to the Full Maintenance Lease Agreement dated as of February 26, 1998 ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSR SOUTHERN AGGREGATES, a Georgia 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. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A.1. hereto ("Units"). Lessee leased from Lessor the Units at the rental and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

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

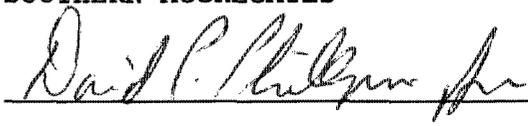
HELM FINANCIAL CORPORATION

CSR SOUTHERN AGGREGATES

CM By:



By:



Print Name: Richard C. Kirchner

Print Name:

DAVID P. (BUCK) PHILLIPS, JR.

Its: President

Its:

CSR RINKER / SOUTHERN AGGREGATES
7460 PHILLIPS HIGHWAY
JACKSONVILLE, FL 32256

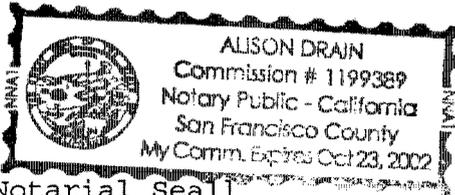
CM

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

On September 7, 1999, before me, Alison Drain, personally appeared Richard C. Kirchner, President of HELM FINANCIAL 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.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

STATE OF _____)
) S.S.
COUNTY OF _____)

On 8/23, 1999, before me, _____, personally appeared DAVID P. PHILLIPS, _____ of CSR SOUTHERN AGGREGATES,

— 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.

David P. Phillips

Jackie T. Owens
SIGNATURE OF THE NOTARY
Expires: 12-08-00

[Notarial Seal]

CM

SCHEDULE A.1.

Additional Units:

Equipment Description: Eighteen (18), 100-ton, 4-pocket, 3,350 c.f.c., 45-degree slope open top hoppers built by Bethlehem Steel in 1974-1976.

Units' Reporting Marks:

1. AKMX 18056
2. HLMX 18254
3. HLMX 18289
4. HLMX 45184
5. HLMX 45185
6. HLMX 45186
7. HLMX 45187
8. HLMX 45189
9. HLMX 45190
10. HLMX 45191
11. HLMX 45192
12. HLMX 45193
13. HLMX 45194
14. HLMX 45195
15. HLMX 45196
16. HLMX 45197
17. HLMX 45199
18. HLMX 45201

CM