

**HELM-PACIFIC LEASING**  
JOINT VENTURE

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

VIA AIR COURIER

December 28, 2000

23315 FILED

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SURFACE TRANSPORTATION BOARD



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

Dear Mr. Williams:

Enclosed are **three (3)** originals of a Memorandum of Full Maintenance Lease Agreement dated as of May 31, 2000 ("**Memorandum**") between the following parties:

- Lessor: Helm-Pacific Leasing  
C/o Helm Pacific Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111
- Lessee: Gulf & Ohio Railways Inc.  
401 Henley Street, Suite 5  
Knoxville, TN 37902

**A short summary of the document to appear in the index follows:**

Memorandum of Full Maintenance Lease Agreement dated May 31, 2000 between Helm-Pacific Leasing as Lessor and Gulf & Ohio Railways as Lessee covering thirty (30) railcars within the series LXOH 10000 - 10029.

Please file this Memorandum as a primary document and return **two (2)** stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)

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MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of May 31, 2000 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of May 31, 2000 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and GULF & OHIO RAILWAYS, a Tennessee 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 hereto ("Units"). Lessee leased from Lessor the Units at the Rent 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. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to 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-PACIFIC LEASING

GULF & OHIO RAILWAYS

By: Helm Pacific Corporation,  
a General Partner

By: David R. Eckles

Name: David R. Eckles  
Title: Chief Executive Officer

By: Ed Shouse

Name: ED SHOUSE  
Title: VICE-PRES

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

By: Joseph E. O'Connor, Jr.  
Name: Joseph E. O'Connor, Jr.  
Title: President



4

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Thirty (30), 100-ton, 65' gondola railcars.

Unit Numbers:

LXOH 10000-10029

4

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

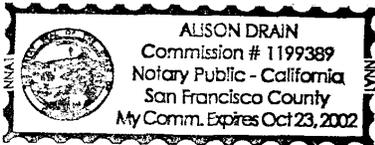
On December 6<sup>th</sup>, 2000, before me, Alison Drain,  
personally appeared David R. Eckles, Chief Executive Officer of HELM PACIFIC  
CORPORATION,

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.



[Notarial Seal]

Alison Drain  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA        )  
  ) S.S.  
COUNTY OF DOUGLAS        )

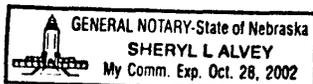
On December 1, 2000, before me, Sheryl L. Alvey,  
personally appeared Joseph E. O'Connor, Jr., President of UNION PACIFIC VENTURE  
LEASING, INCORPORATED,

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.



[Notarial Seal]

Sheryl L. Alvey  
SIGNATURE OF THE NOTARY

3

STATE OF TENN )  
 ) S.S.  
COUNTY OF KNOX )

On OCT 30, 2000, before me Deborah K Jenkins,  
personally appeared ED SHOUSE, VICE-PRES. of GULF &  
OHIO RAILWAYS,

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.

Deborah K Jenkins  
SIGNATURE OF THE NOTARY  
EJP 7/31/2000

[Notarial Seal]

4