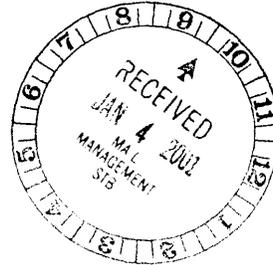


HELM FINANCIAL CORPORATION

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

VIA AIR COURIER
January 2, 2001

RECORDATION NO. 23317 FILED
JAN 08 '01 4:40 PM



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

Dear Mr. Williams:

Enclosed are **two (2)** originals of a Memorandum of Net Lease Agreement dated as of July 17, 1999 ("**Memorandum**"), between the following parties:

Lessor: American Electric Power Service Corporation
One Memorial Drive
Lancaster, OH 43130

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

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

Memorandum of Net Lease Agreement dated July 17, 1999 between American Electric Power Service Corporation as Lessor and Helm Financial Corporation as Lessee covering one hundred forty-six (146) railcars from within the series AEPX 1 - 744 (ni).

Please file this Memorandum as a primary document and return **one (1)** stamped original 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 (2)

RECORDING NO. 23317 FILED

MEMORANDUM OF JAN 6 '01
NET LEASE AGREEMENT

4-40 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") of July 17, 1999 and is intended to evidence that certain Net Lease Agreement dated as of July 17, 1999 ("Lease") between AMERICAN ELECTRIC POWER SERVICE CORPORATION, a New York corporation ("Lessor"), and HELM FINANCIAL CORPORATION, a California 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.

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

AMERICAN ELECTRIC POWER
SERVICE CORPORATION

HELM FINANCIAL CORPORATION

By: MD. All
Name: Paul D. Addis
Title: Executive Vice President

By: [Signature]
Name: Richard C. Kirchner
Title: President



SCHEDULE A

TO THE MEMORANDUM OF LEASE

Equipment Description:

One hundred forty- six (146), 100-ton, 4,000 cubic foot capacity, open top steel coal hopper railcars; built by Bethlehem Steel Corporation in 1974.

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
1 AEPX 1	55 AEPX 281	109 AEPX 565
2 AEPX 2	56 AEPX 282	110 AEPX 567
3 AEPX 5	57 AEPX 291	111 AEPX 569
4 AEPX 7	58 AEPX 294	112 AEPX 586
5 AEPX 12	59 AEPX 305	113 AEPX 589
6 AEPX 16	60 AEPX 308	114 AEPX 595
7 AEPX 18	61 AEPX 315	115 AEPX 612
8 AEPX 22	62 AEPX 316	116 AEPX 616
9 AEPX 28	63 AEPX 324	117 AEPX 617
10 AEPX 32	64 AEPX 327	118 AEPX 621
11 AEPX 38	65 AEPX 332	119 AEPX 622
12 AEPX 40	66 AEPX 338	120 AEPX 623
13 AEPX 45	67 AEPX 339	121 AEPX 630
14 AEPX 50	68 AEPX 341	122 AEPX 633
15 AEPX 54	69 AEPX 345	123 AEPX 639
16 AEPX 59	70 AEPX 346	124 AEPX 641
17 AEPX 63	71 AEPX 351	125 AEPX 646
18 AEPX 73	72 AEPX 352	126 AEPX 651
19 AEPX 75	73 AEPX 353	127 AEPX 653
20 AEPX 89	74 AEPX 355	128 AEPX 662
21 AEPX 99	75 AEPX 359	129 AEPX 681
22 AEPX 106	76 AEPX 363	130 AEPX 684
23 AEPX 111	77 AEPX 370	131 AEPX 686
24 AEPX 121	78 AEPX 375	132 AEPX 688
25 AEPX 125	79 AEPX 387	133 AEPX 698
26 AEPX 127	80 AEPX 395	134 AEPX 699
27 AEPX 130	81 AEPX 397	135 AEPX 703
28 AEPX 144	82 AEPX 411	136 AEPX 705
29 AEPX 150	83 AEPX 412	137 AEPX 708
30 AEPX 154	84 AEPX 414	138 AEPX 710
31 AEPX 157	85 AEPX 420	139 AEPX 711
32 AEPX 162	86 AEPX 421	140 AEPX 717
33 AEPX 168	87 AEPX 456	141 AEPX 720
34 AEPX 182	88 AEPX 462	142 AEPX 732
35 AEPX 191	89 AEPX 472	143 AEPX 734
36 AEPX 194	90 AEPX 473	144 AEPX 739
37 AEPX 195	91 AEPX 479	145 AEPX 741
38 AEPX 202	92 AEPX 483	146 AEPX 744
39 AEPX 205	93 AEPX 484	
40 AEPX 206	94 AEPX 491	
41 AEPX 213	95 AEPX 498	
42 AEPX 224	96 AEPX 500	
43 AEPX 225	97 AEPX 512	
44 AEPX 228	98 AEPX 514	
45 AEPX 235	99 AEPX 515	
46 AEPX 236	100 AEPX 516	
47 AEPX 239	101 AEPX 517	
48 AEPX 244	102 AEPX 518	
49 AEPX 245	103 AEPX 522	
50 AEPX 248	104 AEPX 539	
51 AEPX 249	105 AEPX 543	
52 AEPX 253	106 AEPX 554	
53 AEPX 256	107 AEPX 556	
54 AEPX 265	108 AEPX 563	

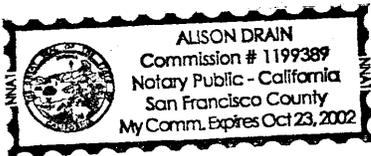
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 11, 2000, 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.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF OHIO)
) S.S.
COUNTY OF Franklin)

On Oct. 27, 2000, before me, Janice Figgins, personally
appeared R. D. Addis, _____ of AMERICAN ELECTRIC POWER
SERVICE 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.

Janice Figgins
SIGNATURE OF THE NOTARY

[Notarial Seal]



JANICE FIGGINS
Notary Public, State of Ohio
My Commission Expires 4/3/2001