

# HELM FINANCIAL CORPORATION

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

January 12, 2001

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



Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Schedule to Master Locomotive Lease Agreement** dated as of December 8, 2000 ("Memorandum") between the following parties:

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

Lessee: RailAmerica Equipment Corporation  
2nd Floor  
5300 Broken Sound Boulevard, NW  
Boca Raton, FL 33487

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

Memorandum of Schedule to Master Locomotive Lease Agreement evidencing **Schedule No. 3** dated as of December 8, 2000 to it's Master Locomotive Lease Agreement dated as of December 8, 2000 between Helm Financial Corporation as Lessor and RailAmerica Equipment Corporation as Lessee covering six (6) locomotives with the mark **HATX** and numbers **904, 907, 910, 912, 913 and 914**.

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)

stb/mem/stc012w3.fln ad/01/12/01

RECORDATION NO. **23345** FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE  
TO MASTER LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE TO MASTER LOCOMOTIVE LEASE AGREEMENT dated as of December 8, 2000 ("Memorandum of Lease") is intended to evidence Schedule No. 3 dated as of December 8, 2000 ("Schedule") to the Master Locomotive Lease Agreement dated as of May 8, 1996 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and RAILAMERICA EQUIPMENT CORPORATION (as successor in interest to Railtex Service Company, Inc.), a Florida 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 Attachment A hereto ("Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Master Lease and the Schedule.

The Master Lease, Schedule and Units thereto 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 Master 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 Master Lease, Lessee assigns any and all subleases to Lessor.

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

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

RAILAMERICA EQUIPMENT CORPORATION

By: John F. Dains  
Name: John F. Dains  
Title: President

By: James H. Wagner 12/12/00  
Name: James H. Wagner  
Title: VP-Mechanical

RECORDATION NO. 23345 FILED

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SURFACE TRANSPORTATION BOARD

*JF*

ATTACHMENT A

To the Memorandum of Schedule to Master Lease  
dated December 8, 2000

Equipment Description:

Six (6), 3500 horsepower, six-axle, SD45-2 locomotives with dynamic brakes and equipped as provided in Annex B to the Schedule.

Unit Number:

HATX 904  
HATX 907  
HATX 910  
HATX 912  
HATX 913  
HATX 914

dy

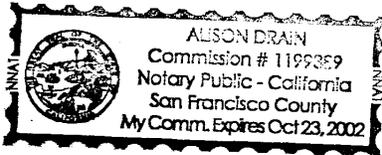
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On December 14<sup>th</sup>, 2000, before me, Alison Drain, personally appeared John F. Dains, 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)

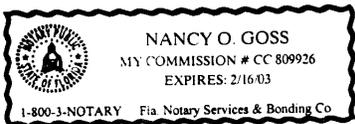
STATE OF FLORIDA )  
 ) S.S.  
COUNTY OF Palm Beach )

On December 13, \_\_\_\_\_, 2000, before me, Nancy O. Goss, personally appeared James H. Wagner, VP - Mechanical of **RAILAMERICA EQUIPMENT 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.

Nancy O. Goss  
SIGNATURE OF THE NOTARY

(Notarial Seal)

*dy*