

HELM
FINANCIAL CORPORATION

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

April 24, 2001

RECORDATION NO. 23465 FILED

APR 25 '01 : 1-34 PM

SURFACE TRANSPORTATION BOARD



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

Dear Mr. Williams:

Enclosed are two (2) originals of a **Memorandum of Net Lease Agreement** dated February 3, 2000 which is intended to evidence that certain Net Lease Agreement dated as of February 3, 2000 between the following parties:

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

Lessee: The Detroit Salt Company, L.C.
12841 Sanders Street
Detroit, MI 48217

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

Memorandum of Net Lease Agreement dated February 3, 2000 between **Helm Financial Corporation** as Lessor and **The Detroit Salt Company, L.C.** as Lessee, covering one hundred eighty-nine (189) railcars with the following marks and numbers: **SIRX 4005-400119 (74,ni)**, **HLMX 4501-74003 (56,ni)** and **HLMX 4502-4801 (59,ni)**.

Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the twenty-eight dollar (\$28.00) filing fee is enclosed.

Yours truly,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 23465 FILED

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MEMORANDUM OF
NET LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated of February 3, 2000 and is intended to evidence that certain Net Lease Agreement dated as of February 3, 2000 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE DETROIT SALT COMPANY, L.C., a Michigan limited liability company ("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 FINANCIAL CORPORATION

THE DETROIT SALT COMPANY, L.C.

By: John F. Dains

By: Charles J. Dixon

Name: John F. Dains

Name: CHARLES J. DIXON

Title: President

Title: V.P.

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SCHEDULE A
TO THE MEMORANDUM OF LEASE

Description of Units:

One hundred eighty-nine (189), 100-ton, 4000 cubic foot, roller bearing, covered hopper railcars equipped with trough hatches and gravity outlet gates.

GROUP A UNITS

| <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> |
|-------------|---------------|----------------------|-------------|---------------|----------------------|
| 1 | SIRX 4005 | 02/14/00 | 38 | SIRX 400072 | 02/09/00 |
| 2 | SIRX 40501 | 02/10/00 | 39 | SIRX 400073 | 02/05/00 |
| 3 | SIRX 400016 | 02/05/00 | 40 | SIRX 400074 | 02/03/00 |
| 4 | SIRX 400021 | 02/15/00 | 41 | SIRX 400075 | 02/22/00 |
| 5 | SIRX 400025 | 02/05/00 | 42 | SIRX 400076 | 02/05/00 |
| 6 | SIRX 400026 | 02/09/00 | 43 | SIRX 400077 | 02/10/00 |
| 7 | SIRX 400027 | 02/08/00 | 44 | SIRX 400078 | 02/09/00 |
| 8 | SIRX 400028 | 02/09/00 | 45 | SIRX 400079 | 02/09/00 |
| 9 | SIRX 400029 | 02/09/00 | 46 | SIRX 400080 | 02/10/00 |
| 10 | SIRX 400034 | 02/09/00 | 47 | SIRX 400083 | 02/08/00 |
| 11 | SIRX 400035 | 02/07/00 | 48 | SIRX 400084 | 02/05/00 |
| 12 | SIRX 400036 | 02/05/00 | 49 | SIRX 400087 | 02/08/00 |
| 13 | SIRX 400037 | 02/08/00 | 50 | SIRX 400089 | 02/05/00 |
| 14 | SIRX 400038 | 02/09/00 | 51 | SIRX 400090 | 02/03/00 |
| 15 | SIRX 400040 | 02/03/00 | 52 | SIRX 400091 | 02/07/00 |
| 16 | SIRX 400042 | 07/20/2000 | 53 | SIRX 400092 | 04/23/00 |
| 17 | SIRX 400043 | 02/07/00 | 54 | SIRX 400093 | 02/10/00 |
| 18 | SIRX 400047 | 02/08/00 | 55 | SIRX 400094 | 02/10/00 |
| 19 | SIRX 400048 | 02/22/00 | 56 | SIRX 400095 | 02/10/00 |
| 20 | SIRX 400049 | 02/03/00 | 57 | SIRX 400096 | 02/08/00 |
| 21 | SIRX 400050 | 02/08/00 | 58 | SIRX 400097 | 02/07/00 |
| 22 | SIRX 400052 | 02/09/00 | 59 | SIRX 400098 | 03/24/00 |
| 23 | SIRX 400053 | 02/09/00 | 60 | SIRX 400100 | 02/09/00 |
| 24 | SIRX 400055 | 02/10/00 | 61 | SIRX 400101 | 02/09/00 |
| 25 | SIRX 400056 | 02/10/00 | 62 | SIRX 400103 | 02/07/00 |
| 26 | SIRX 400057 | 02/07/00 | 63 | SIRX 400105 | 02/07/00 |
| 27 | SIRX 400058 | 02/09/00 | 64 | SIRX 400106 | 02/07/00 |
| 28 | SIRX 400059 | 02/10/00 | 65 | SIRX 400107 | 04/19/00 |
| 29 | SIRX 400061 | 02/09/00 | 66 | SIRX 400109 | 02/03/00 |
| 30 | SIRX 400062 | 02/05/00 | 67 | SIRX 400110 | 02/10/00 |
| 31 | SIRX 400063 | 02/05/00 | 68 | SIRX 400111 | 02/09/00 |
| 32 | SIRX 400064 | 02/09/00 | 69 | SIRX 400112 | 02/09/00 |
| 33 | SIRX 400066 | 02/03/00 | 70 | SIRX 400113 | 02/09/00 |
| 34 | SIRX 400068 | 02/14/00 | 71 | SIRX 400114 | 02/07/00 |
| 35 | SIRX 400069 | 02/09/00 | 72 | SIRX 400116 | 02/07/00 |
| 36 | SIRX 400070 | 02/05/00 | 73 | SIRX 400117 | 02/08/00 |
| 37 | SIRX 400071 | 02/03/00 | 74 | SIRX 400119 | 02/08/00 |

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SCHEDULE A - Continued

GROUP B UNITS

| <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | | | |
|-------------|---------------|----------------------|-------------|---------------|----------------------|-------------|---------------|----------------------|------|-------|----------|
| 1 | HLMX | 4501 | 08/11/00 | 21 | HLMX | 4654 | 08/31/00 | 41 | HLMX | 4746 | 08/11/00 |
| 2 | HLMX | 4503 | 09/03/00 | 22 | HLMX | 4662 | 08/29/00 | 42 | HLMX | 4747 | 07/28/00 |
| 3 | HLMX | 4528 | 08/08/00 | 23 | HLMX | 4670 | 08/10/00 | 43 | HLMX | 4751 | 08/30/00 |
| 4 | HLMX | 4537 | 08/01/00 | 24 | HLMX | 4672 | 08/11/00 | 44 | HLMX | 4768 | 08/31/00 |
| 5 | HLMX | 4546 | 08/01/00 | 25 | HLMX | 4677 | 08/11/00 | 45 | HLMX | 4769 | 09/01/00 |
| 6 | HLMX | 4548 | 09/01/00 | 26 | HLMX | 4678 | 09/01/00 | 46 | HLMX | 4783 | 09/01/00 |
| 7 | HLMX | 4555 | 08/28/00 | 27 | HLMX | 4680 | 08/01/00 | 47 | HLMX | 4785 | 07/28/00 |
| 8 | HLMX | 4570 | 08/23/00 | 28 | HLMX | 4681 | 08/03/00 | 48 | HLMX | 4787 | 08/21/00 |
| 9 | HLMX | 4573 | 08/10/00 | 29 | HLMX | 4682 | 07/28/00 | 49 | HLMX | 4792 | 08/02/00 |
| 10 | HLMX | 4576 | 08/10/00 | 30 | HLMX | 4692 | 08/08/00 | 50 | HLMX | 4794 | 08/11/00 |
| 11 | HLMX | 4578 | 08/22/00 | 31 | HLMX | 4695 | 08/22/00 | 51 | HLMX | 4850 | 07/27/00 |
| 12 | HLMX | 4587 | 09/01/00 | 32 | HLMX | 4704 | 08/11/00 | 52 | HLMX | 4852 | 07/27/00 |
| 13 | HLMX | 4592 | 08/03/00 | 33 | HLMX | 4706 | 08/11/00 | 53 | HLMX | 4853 | 07/27/00 |
| 14 | HLMX | 4595 | 08/22/00 | 34 | HLMX | 4714 | 07/27/00 | 54 | HLMX | 74000 | 07/27/00 |
| 15 | HLMX | 4603 | 07/27/00 | 35 | HLMX | 4716 | 08/04/00 | 55 | HLMX | 74002 | 07/27/00 |
| 16 | HLMX | 4609 | 08/29/00 | 36 | HLMX | 4720 | 07/27/00 | 56 | HLMX | 74003 | 07/27/00 |
| 17 | HLMX | 4616 | 08/04/00 | 37 | HLMX | 4727 | 08/07/00 | | | | |
| 18 | HLMX | 4643 | 08/23/00 | 38 | HLMX | 4730 | 08/04/00 | | | | |
| 19 | HLMX | 4645 | 08/23/00 | 39 | HLMX | 4731 | 08/24/00 | | | | |
| 20 | HLMX | 4650 | 09/07/00 | 40 | HLMX | 4736 | 08/03/00 | | | | |

GROUP C UNITS

| <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | <u>Unit</u> | <u>Number</u> | <u>Delivery Date</u> | | | |
|-------------|---------------|----------------------|-------------|---------------|----------------------|-------------|---------------|----------------------|------|------|----------|
| 1 | HLMX | 4502 | 08/11/00 | 21 | HLMX | 4628 | 08/11/00 | 41 | HLMX | 4729 | 08/22/00 |
| 2 | HLMX | 4512 | 08/08/00 | 22 | HLMX | 4629 | 08/03/00 | 42 | HLMX | 4743 | 08/22/00 |
| 3 | HLMX | 4516 | 08/11/00 | 23 | HLMX | 4631 | 08/18/00 | 43 | HLMX | 4749 | 08/11/00 |
| 4 | HLMX | 4522 | 08/09/00 | 24 | HLMX | 4632 | 08/11/00 | 44 | HLMX | 4753 | 08/15/00 |
| 5 | HLMX | 4527 | 08/08/00 | 25 | HLMX | 4633 | 08/22/00 | 45 | HLMX | 4757 | 08/22/00 |
| 6 | HLMX | 4534 | 08/03/00 | 26 | HLMX | 4635 | 08/04/00 | 46 | HLMX | 4763 | 08/22/00 |
| 7 | HLMX | 4561 | 08/11/00 | 27 | HLMX | 4640 | 08/15/00 | 47 | HLMX | 4764 | 08/09/00 |
| 8 | HLMX | 4564 | 08/04/00 | 28 | HLMX | 4646 | 08/11/00 | 48 | HLMX | 4765 | 08/03/00 |
| 9 | HLMX | 4582 | 08/11/00 | 29 | HLMX | 4663 | 08/04/00 | 49 | HLMX | 4770 | 08/22/00 |
| 10 | HLMX | 4589 | 08/08/00 | 30 | HLMX | 4664 | 08/18/00 | 50 | HLMX | 4771 | 08/03/00 |
| 11 | HLMX | 4590 | 08/18/00 | 31 | HLMX | 4686 | 08/04/00 | 51 | HLMX | 4773 | 08/03/00 |
| 12 | HLMX | 4591 | 08/11/00 | 32 | HLMX | 4687 | 08/08/00 | 52 | HLMX | 4775 | 08/11/00 |
| 13 | HLMX | 4596 | 08/11/00 | 33 | HLMX | 4690 | 08/11/00 | 53 | HLMX | 4778 | 08/08/00 |
| 14 | HLMX | 4599 | 08/11/00 | 34 | HLMX | 4691 | 08/15/00 | 54 | HLMX | 4793 | 08/22/00 |
| 15 | HLMX | 4600 | 08/15/00 | 35 | HLMX | 4701 | 08/15/00 | 55 | HLMX | 4796 | 08/15/00 |
| 16 | HLMX | 4602 | 08/18/00 | 36 | HLMX | 4702 | 08/18/00 | 56 | HLMX | 4797 | 08/18/00 |
| 17 | HLMX | 4621 | 08/15/00 | 37 | HLMX | 4707 | 08/22/00 | 57 | HLMX | 4799 | 08/04/00 |
| 18 | HLMX | 4622 | 08/04/00 | 38 | HLMX | 4708 | 08/22/00 | 58 | HLMX | 4800 | 08/04/00 |
| 19 | HLMX | 4624 | 08/18/00 | 39 | HLMX | 4721 | 08/03/00 | 59 | HLMX | 4801 | 08/22/00 |
| 20 | HLMX | 4626 | 08/04/00 | 40 | HLMX | 4725 | 08/18/00 | | | | |

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

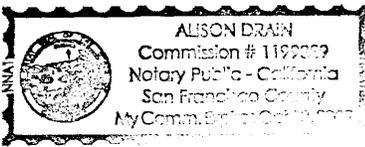
On March 27th, 2001, before me, Alison Drain, personally appeared John F. Dains, President of HELM FINANCIAL CORPORATION,

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.



Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MICHIGAN)
) S.S.
COUNTY OF Wayne)

On March 22, 2001, before me, MARTHA GEYER ONDUSKY personally appeared CHARLES J. DIXON, VICE PRESIDENT of THE DETROIT SALT COMPANY, L.C.,

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.

Martha Geyer Ondusky
SIGNATURE OF THE NOTARY

[Notarial Seal]

MARTHA GEYER ONDUSKY
Notary Public, Wayne County, MI
My Commission Expires Jul 7, 2003

dy