

HELM
FINANCIAL CORPORATION

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

July 16, 2001

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

RECORDATION NO. 23563 FILED

JUL 19 '01 2-44 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of a **Memorandum of Net Lease Agreement** dated March 28, 2001, which is intended to evidence that certain Net Lease Agreement dated as of March 28, 2001 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Acadiana Railway 550 South Railroad Ave. Opelousas, LA 70570

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

Memorandum of Net Lease Agreement dated March 28, 2001 between **Helm Financial Corporation** as Lessor and **Acadiana Railway** as Lessee, covering three (3) railcars from within the series: **KCS 211259-211245 (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,



Alison Drain
Document Administrator

/ad
Enclosures (2)



MEMORANDUM OF
NET LEASE AGREEMENT

MAR 19 '01 2-44 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of March 28, 2001 and is intended to evidence that certain Net Lease Agreement dated as of March 28, 2001 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and ACADIANA RAILWAY, a Louisiana 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 FINANCIAL CORPORATION

ACADIANA RAILWAY

CMM By: *John F. Dains*

By: *Daniel G. Wallen*

Print Name: John F. Dains

Print Name: *DANIEL G. WALLEN*

Title: President

Title: *PRESIDENT*

CMM

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Unit Numbers:

KCS 211259

KCS 211242

KCS 211245

CM

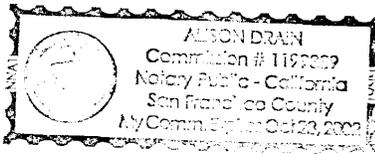
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On April 3rd, 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]

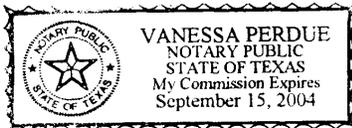
STATE OF Texas)
) S.S.
COUNTY OF Ellis)

On March 29, 2001, before me, Vanessa Perdue, personally appeared Daniel G. Wallen, President of ACADIANA RAILWAY,

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.

Vanessa Perdue
SIGNATURE OF THE NOTARY

[Notarial Seal]

CM