

HELM-PACIFIC LEASING
JOINT VENTURE

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

July 27, 2001

RECORDATION NO. 23601 FILED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

AUG 3 '01 11:07 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Full Maintenance Lease Agreement dated September 15, 1999 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center #3700
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.
500 Water Street J-220
Jacksonville, FL 32202

Equipment: 200 Covered Hopper Railcars
HPJX 10381-13934 (NI); HPJX 15166-16225 (NI)

Please record this Memorandum of Net Lease Agreement as a primary document. The filing fee of \$28.00 is enclosed.

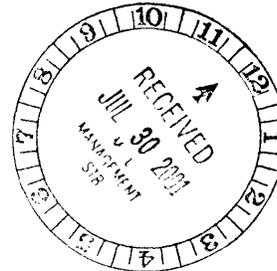
Summary: Memorandum of Full Maintenance Lease Agreement dated as of September 15, 1999 between Helm-Pacific Leasing as Lessor and CSX Transportation, Inc. as Lessee for 200 covered hopper railcars, HPJX 10381-13934 (NI); HPJX 15166-16225 (NI) to be filed as a primary agreement.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

Enclosures (3)



MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of September 15, 1999 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of September 15, 1999 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia 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, described in Schedule A hereto ("Cars") and Lessee has leased from Lessor the Cars at the Rent and upon the terms and conditions provided in the Lease.

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

CSX TRANSPORTATION, INC.

By: Helm Pacific Corporation,
a General Partner

cm By: *David R. Eckles*

Print Name: David R. Eckles

Title: President

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

By: *Joseph E. O'Connor, Jr.*

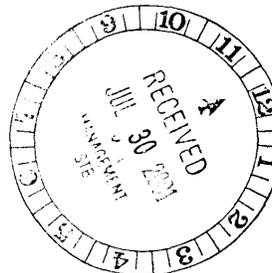
Print Name: JOSEPH E. O'CONNOR, JR.

Title: CEO & PRESIDENT

By: *James Tilly*

Print Name: James Tilly

Title: Asst. Treas.



RECORDATION NO. 23601 FILED

AUG 3 '01 11-07 AM

SURFACE TRANSPORTATION BOARD

cm

SCHEDULE A

TO THE MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT

Equipment Description: Two hundred (200), 4,700-4750 c.f.c., covered hopper railcars, built in 1973-1974.

1	HJVX	10381	41	HPJX	13534	81	HPJX	13681	121	HPJX	16036	161	HPJX	16156
2	HJVX	10397	42	HPJX	13538	82	HPJX	13683	122	HPJX	16037	162	HPJX	16158
3	HPJX	13288	43	HPJX	13540	83	HPJX	13688	123	HPJX	16044	163	HPJX	16159
4	HPJX	13296	44	HPJX	13543	84	HPJX	13689	124	HPJX	16066	164	HPJX	16160
5	HPJX	13297	45	HPJX	13545	85	HPJX	13693	125	HPJX	16078	165	HPJX	16162
6	HPJX	13300	46	HPJX	13548	86	HPJX	13700	126	HPJX	16079	166	HPJX	16164
7	HPJX	13303	47	HPJX	13551	87	HPJX	13701	127	HPJX	16080	167	HPJX	16168
8	HPJX	13305	48	HPJX	13564	88	HPJX	13704	128	HPJX	16081	168	HPJX	16171
9	HPJX	13314	49	HPJX	13569	89	HPJX	13706	129	HPJX	16082	169	HPJX	16172
10	HPJX	13315	50	HPJX	13570	90	HPJX	13903	130	HPJX	16084	170	HPJX	16173
11	HPJX	13329	51	HPJX	13576	91	HPJX	13905	131	HPJX	16086	171	HPJX	16174
12	HPJX	13335	52	HPJX	13579	92	HPJX	13908	132	HPJX	16087	172	HPJX	16176
13	HPJX	13337	53	HPJX	13581	93	HPJX	13913	133	HPJX	16088	173	HPJX	16177
14	HPJX	13338	54	HPJX	13583	94	HPJX	13916	134	HPJX	16089	174	HPJX	16178
15	HPJX	13340	55	HPJX	13585	95	HPJX	13922	135	HPJX	16090	175	HPJX	16179
16	HPJX	13345	56	HPJX	13586	96	HPJX	13924	136	HPJX	16091	176	HPJX	16200
17	HPJX	13347	57	HPJX	13587	97	HPJX	13925	137	HPJX	16092	177	HPJX	16201
18	HPJX	13348	58	HPJX	13593	98	HPJX	13926	138	HPJX	16093	178	HPJX	16202
19	HPJX	13353	59	HPJX	13594	99	HPJX	13928	139	HPJX	16094	179	HPJX	16203
20	HPJX	13355	60	HPJX	13598	100	HPJX	13929	140	HPJX	16095	180	HPJX	16204
21	HPJX	13359	61	HPJX	13603	101	HPJX	13934	141	HPJX	16096	181	HPJX	16205
22	HPJX	13363	62	HPJX	13608	102	HPJX	15166	142	HPJX	16097	182	HPJX	16206
23	HPJX	13375	63	HPJX	13610	103	HPJX	15171	143	HPJX	16098	183	HPJX	16207
24	HPJX	13422	64	HPJX	13613	104	HPJX	15177	144	HPJX	16099	184	HPJX	16208
25	HPJX	13456	65	HPJX	13616	105	HPJX	15220	145	HPJX	16100	185	HPJX	16209
26	HPJX	13457	66	HPJX	13622	106	HPJX	15237	146	HPJX	16101	186	HPJX	16210
27	HPJX	13463	67	HPJX	13625	107	HPJX	15238	147	HPJX	16102	187	HPJX	16211
28	HPJX	13468	68	HPJX	13627	108	HPJX	15239	148	HPJX	16103	188	HPJX	16212
29	HPJX	13470	69	HPJX	13633	109	HPJX	15240	149	HPJX	16105	189	HPJX	16213
30	HPJX	13478	70	HPJX	13634	110	HPJX	15241	150	HPJX	16107	190	HPJX	16214
31	HPJX	13481	71	HPJX	13642	111	HPJX	15243	151	HPJX	16108	191	HPJX	16215
32	HPJX	13503	72	HPJX	13646	112	HPJX	15245	152	HPJX	16109	192	HPJX	16216
33	HPJX	13509	73	HPJX	13649	113	HPJX	16009	153	HPJX	16110	193	HPJX	16217
34	HPJX	13510	74	HPJX	13662	114	HPJX	16010	154	HPJX	16111	194	HPJX	16218
35	HPJX	13512	75	HPJX	13663	115	HPJX	16011	155	HPJX	16150	195	HPJX	16219
36	HPJX	13524	76	HPJX	13664	116	HPJX	16012	156	HPJX	16151	196	HPJX	16220
37	HPJX	13525	77	HPJX	13667	117	HPJX	16013	157	HPJX	16152	197	HPJX	16221
38	HPJX	13530	78	HPJX	13668	118	HPJX	16014	158	HPJX	16153	198	HPJX	16223
39	HPJX	13531	79	HPJX	13675	119	HPJX	16027	159	HPJX	16154	199	HPJX	16224
40	HPJX	13533	80	HPJX	13680	120	HPJX	16030	160	HPJX	16155	200	HPJX	16225

AM

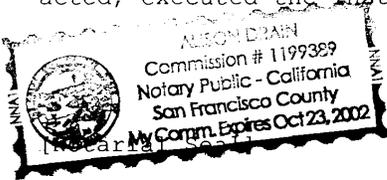
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 30th, 2001, before me, Alison Drain,
personally appeared David R. Eckles, President of HELM PACIFIC 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

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

On May 24, 2000, before me, Sheryl L. Alvey,
personally appeared Eric L. Butler, President of UNION PACIFIC VENTURE
LEASING, INCORPORATED, JOSEPH E. D. CONWAY, JR.

✓ personally known to me -OR-

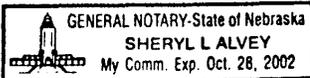
_____ proved to me on the basis of satisfactory evidence

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.

Sheryl L. Alvey
SIGNATURE OF THE NOTARY

[Notarial Seal]



CM

STATE OF FLORIDA)
COUNTY OF Duval) S.S.

On September 18, 2000, before me, Linda L. Avery,
personally appeared James Tilly,
of CSX TRANSPORTATION, INC.,

personally known to me -OR-

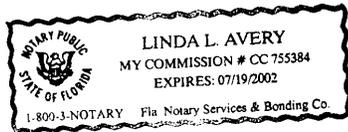
proved to me on the basis of satisfactory evidence

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.

Linda L. Avery
SIGNATURE OF THE NOTARY

[Notarial Seal]



CM