

# HELM FINANCIAL CORPORATION

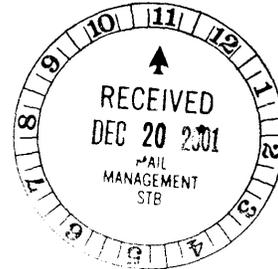
One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

December 18, 2001

RECORDATION NO. 23783 FILED

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

DEC 21 '01 2-54 PM  
SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Full Maintenance Lease Agreement dated as of October 8, 2001 between the following parties:

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

Lessee: Rio Grande Chemical Sales Company  
901 Lindberg  
McAllen, TX 78501

Equipment: 92 Open Top Hopper Railcars  
HLMX 42000-42092 (Non Inclusive)  
AEPX 1129-1494 (Non Inclusive)

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

Summary: Memorandum of Full Maintenance Lease Agreement dated October 8, 2001 between Helm Financial Corporation as Lessor and Rio Grande Chemical Sales Company as Lessee for 92 open top hopper railcars, HLMX 42000-42092 (NI); AEPX 1129-1494 (NI), to be filed as a primary agreement.

Yours truly,

A handwritten signature in cursive script that reads "Sharon L. Van Fossan".

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 October 8, 2001 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of September 28, 2001 ("**Lease**") between **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**"), and **RIO GRANDE CHEMICAL SALES COMPANY**, a Texas 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.

Except for the sublease of the Units by Lessee pursuant to that certain Railcar Net Leasing Agreement dated May 30, 2001, which has been consented to by Lessor, 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**

**RIO GRANDE CHEMICAL SALES  
COMPANY**

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

By: *Paul G. Veale, Jr.*  
Name: Paul G. Veale, Jr.  
Title: President

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SURFACE TRANSPORTATION BOARD

**SCHEDULE A**  
**TO THE MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT**  
**THE UNITS**

**Equipment Description:**

Ninety-two (92), 4,000 cubic foot, 100-ton capacity, steel, roller bearing three-pocket, open top coal hopper railcars with rotary couplers; built by Bethlehem Steel between 1974 and 1976.

**GROUP A UNITS**

<u>Unit Mark and Number</u>							
1	HLMX 42000	20	HLMX 42020	39	HLMX 42045	58	HLMX 42072
2	HLMX 42001	21	HLMX 42021	40	HLMX 42046	59	HLMX 42074
3	HLMX 42002	22	HLMX 42022	41	HLMX 42047	60	HLMX 42075
4	HLMX 42004	23	HLMX 42023	42	HLMX 42048	61	HLMX 42076
5	HLMX 42005	24	HLMX 42025	43	HLMX 42050	62	HLMX 42077
6	HLMX 42006	25	HLMX 42026	44	HLMX 42052	63	HLMX 42078
7	HLMX 42007	26	HLMX 42027	45	HLMX 42053	64	HLMX 42079
8	HLMX 42008	27	HLMX 42028	46	HLMX 42055	65	HLMX 42080
9	HLMX 42009	28	HLMX 42029	47	HLMX 42058	66	HLMX 42082
10	HLMX 42010	29	HLMX 42031	48	HLMX 42059	67	HLMX 42083
11	HLMX 42011	30	HLMX 42033	49	HLMX 42060	68	HLMX 42084
12	HLMX 42012	31	HLMX 42034	50	HLMX 42062	69	HLMX 42085
13	HLMX 42013	32	HLMX 42035	51	HLMX 42063	70	HLMX 42086
14	HLMX 42014	33	HLMX 42036	52	HLMX 42065	71	HLMX 42087
15	HLMX 42015	34	HLMX 42037	53	HLMX 42066	72	HLMX 42088
16	HLMX 42016	35	HLMX 42038	54	HLMX 42067	73	HLMX 42090
17	HLMX 42017	36	HLMX 42039	55	HLMX 42068	74	HLMX 42091
18	HLMX 42018	37	HLMX 42040	56	HLMX 42070	75	HLMX 42092
19	HLMX 42019	38	HLMX 42041	57	HLMX 42071		

**GROUP B UNITS**

<u>Unit Mark and Number</u>							
1	AEPX 1129	6	AEPX 1208	11	AEPX 1270	16	AEPX 1436
2	AEPX 1139	7	AEPX 1216	12	AEPX 1278	17	AEPX 1494
3	AEPX 1194	8	AEPX 1227	13	AEPX 1392		
4	AEPX 1197	9	AEPX 1239	14	AEPX 1412		
5	AEPX 1201	10	AEPX 1249	15	AEPX 1427		

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

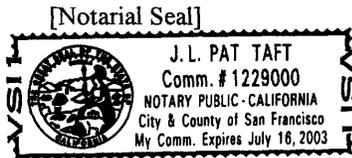
On November 29<sup>th</sup>, 2001, before me, J. L. Pat Taft, personally appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,

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.



J. L. Pat Taft  
SIGNATURE OF THE NOTARY

STATE OF TEXAS )  
 ) S.S.  
COUNTY OF Hidalgo )

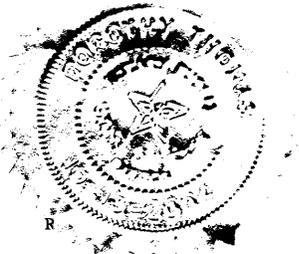
On Oct. 23, 2001, before me, Dorothy Thomas, personally appeared Paul G. Veale, Jr., President of **RIO GRANDE CHEMICAL SALES COMPANY**,

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.



Dorothy Thomas  
SIGNATURE OF THE NOTARY

