

RECORDATION NO. 23871 FILED

FEB 22 '02 11-21 AM
T.S
SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 20, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Full Maintenance Lease Agreement, dated as of July 16, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	MRC Rail Services, LLC One California Street San Francisco, CA 94111
Lessee:	Helm Financial Corporation One Embarcadero Center San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is:

82 coal hopper railcars within the series UNTX 72022 – UNTX 72113 and
UNTX 90854 – UNTX 90958

Mr. Vernon A. Williams
February 20, 2002
Page Two

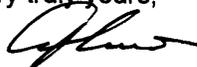
A short summary of the document to appear in the index follows:

Memorandum of Full Maintenance Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT**

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of July 16, 2001 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of July 16, 2001 ("Lease") between **MRC RAIL SERVICES, LLC**, an Delaware limited liability company ("**Lessor**"), and **HELM FINANCIAL CORPORATION**, a California 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

MRC RAIL SERVICES, LLC

HELM FINANCIAL CORPORATION

By: Michihiro Nose

By: John F. Dains

Name: Michihiro Nose

Name: John F. Dains

Title: President

Title: President

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SURFACE TRANSPORTATION BOARD

SCHEDULE A
TO THE MEMORANDUM OF LEASE

Equipment Description:

Eighty-two (82), 3,600 cubic foot, 100-ton capacity, used steel, five-pocket, open top rapid discharge coal hopper railcars with electro-pneumatically controlled hopper doors with pickup shoes.

<u>Unit Numbers:</u>				
1	UNTX	72022	42	UNTX 90909
2	UNTX	72026	43	UNTX 90912
3	UNTX	72029	44	UNTX 90914
4	UNTX	72085	45	UNTX 90915
5	UNTX	72098	46	UNTX 90916
6	UNTX	72108	47	UNTX 90917
7	UNTX	72111	48	UNTX 90918
8	UNTX	72113	49	UNTX 90920
9	UNTX	90854	50	UNTX 90921
10	UNTX	90865	51	UNTX 90922
11	UNTX	90867	52	UNTX 90924
12	UNTX	90868	53	UNTX 90925
13	UNTX	90869	54	UNTX 90926
14	UNTX	90870	55	UNTX 90927
15	UNTX	90879	56	UNTX 90928
16	UNTX	90880	57	UNTX 90929
17	UNTX	90881	58	UNTX 90930
18	UNTX	90882	59	UNTX 90932
19	UNTX	90884	60	UNTX 90933
20	UNTX	90885	61	UNTX 90934
21	UNTX	90886	62	UNTX 90935
22	UNTX	90887	63	UNTX 90937
23	UNTX	90888	64	UNTX 90938
24	UNTX	90889	65	UNTX 90939
25	UNTX	90890	66	UNTX 90940
26	UNTX	90891	67	UNTX 90941
27	UNTX	90892	68	UNTX 90942
28	UNTX	90893	69	UNTX 90943
29	UNTX	90894	70	UNTX 90944
30	UNTX	90895	71	UNTX 90946
31	UNTX	90896	72	UNTX 90947
32	UNTX	90897	73	UNTX 90948
33	UNTX	90898	74	UNTX 90949
34	UNTX	90900	75	UNTX 90950
35	UNTX	90901	76	UNTX 90951
36	UNTX	90902	77	UNTX 90952
37	UNTX	90903	78	UNTX 90953
38	UNTX	90904	79	UNTX 90954
39	UNTX	90905	80	UNTX 90955
40	UNTX	90907	81	UNTX 90956
41	UNTX	90908	82	UNTX 90958

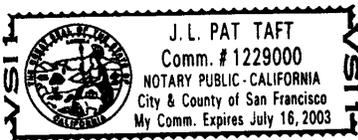
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 29th, 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

[Notarial Seal]

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

On July 24, 2001, before me, Shirlyn J. S. Kim, personally
appeared Michihiko Nose, President of **MRC RAIL SERVICES, LLC**,

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.

Shirlyn J. S. Kim
SIGNATURE OF THE NOTARY

[Notarial Seal]

