

# HELM FINANCIAL CORPORATION

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

July 9, 2002

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

RECORDATION NO. 24028 FILED

JUN 11 '02 1-00PM

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 November 30, 2001 between the following parties:

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

Lessee: Chattahoochee Industrial Railroad  
P.O. Box 253  
Cedar Springs, GA 31732

Equipment: 115 Open Top Coal Hopper Railcars  
CIRR 5080 - 5266 (Not Inclusive)  
CIRR 10119  
CIRR 494860 - 494997 (Not Inclusive)

Please record this Memorandum of Full Maintenance Lease Agreement as a primary document. The filing fee of \$30.00 is included in our enclosed check No. 1138 in the amount of \$270.00.

Summary: Memorandum of Full Maintenance Lease Agreement dated as of November 30, 2001 between Helm Financial Corporation as Lessor and Chattahoochee Industrial Railroad, as Lessee for 115 open top coal hopper railcars, CIRR 5080-5266 (NI); CIRR 10119; CIRR 494860-494997 (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 (2)

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of November 30, 2001 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of November 30, 2001 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CHATTAHOOCHEE INDUSTRIAL RAILROAD, a Georgia 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  
  
HELM FINANCIAL CORPORATION  
  
By: John F. Dains  
Name: John F. Dains  
Title: President

LESSEE  
  
CHATTAHOOCHEE INDUSTRIAL RAILROAD  
  
By: Bobby G. Shelley Sr  
Name: Bobby G. Shelley  
Title: General Manager

**SCHEDULE  
TO THE MEMORANDUM OF LEASE**

**THE UNITS**

**Equipment Description:**

One hundred fifteen (115), 3,420 cubic foot, 100-ton capacity, steel, three-pocket, open top coal hopper railcars; rebuilt by Bethlehem Steel in 1988.

<u>Mark and Number</u>			<u>Mark and Number</u>			<u>Mark and Number</u>		
1	CIRR	5080	40	CIRR	494874	79	CIRR	494931
2	CIRR	5116	41	CIRR	494876	80	CIRR	494932
3	CIRR	5120	42	CIRR	494877	81	CIRR	494933
4	CIRR	5124	43	CIRR	494878	82	CIRR	494934
5	CIRR	5126	44	CIRR	494880	83	CIRR	494935
6	CIRR	5128	45	CIRR	494881	84	CIRR	494937
7	CIRR	5131	46	CIRR	494882	85	CIRR	494938
8	CIRR	5132	47	CIRR	494883	86	CIRR	494944
9	CIRR	5138	48	CIRR	494887	87	CIRR	494945
10	CIRR	5139	49	CIRR	494888	88	CIRR	494946
11	CIRR	5145	50	CIRR	494889	89	CIRR	494947
12	CIRR	5152	51	CIRR	494890	90	CIRR	494948
13	CIRR	5164	52	CIRR	494891	91	CIRR	494949
14	CIRR	5168	53	CIRR	494893	92	CIRR	494950
15	CIRR	5171	54	CIRR	494895	93	CIRR	494952
16	CIRR	5192	55	CIRR	494896	94	CIRR	494953
17	CIRR	5200	56	CIRR	494897	95	CIRR	494955
18	CIRR	5202	57	CIRR	494898	96	CIRR	494957
19	CIRR	5203	58	CIRR	494899	97	CIRR	494960
20	CIRR	5204	59	CIRR	494900	98	CIRR	494964
21	CIRR	5207	60	CIRR	494901	99	CIRR	494965
22	CIRR	5209	61	CIRR	494902	100	CIRR	494966
23	CIRR	5225	62	CIRR	494903	101	CIRR	494968
24	CIRR	5226	63	CIRR	494905	102	CIRR	494970
25	CIRR	5237	64	CIRR	494907	103	CIRR	494971
26	CIRR	5247	65	CIRR	494908	104	CIRR	494973
27	CIRR	5259	66	CIRR	494909	105	CIRR	494977
28	CIRR	5261	67	CIRR	494910	106	CIRR	494978
29	CIRR	5266	68	CIRR	494912	107	CIRR	494980
30	CIRR	10119	69	CIRR	494913	108	CIRR	494981
31	CIRR	494860	70	CIRR	494914	109	CIRR	494984
32	CIRR	494861	71	CIRR	494915	110	CIRR	494987
33	CIRR	494863	72	CIRR	494920	111	CIRR	494988
34	CIRR	494866	73	CIRR	494921	112	CIRR	494990
35	CIRR	494867	74	CIRR	494923	113	CIRR	494993
36	CIRR	494869	75	CIRR	494925	114	CIRR	494996
37	CIRR	494870	76	CIRR	494926	115	CIRR	494997
38	CIRR	494871	77	CIRR	494927			
39	CIRR	494872	78	CIRR	494929			

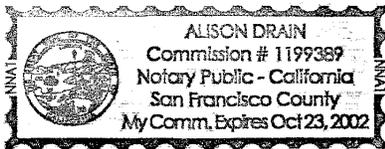
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On November 30<sup>th</sup>, 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 Georgia )  
 ) S.S.  
COUNTY OF Early

On December 5, 2001, before me, Martha Odum, personally  
appeared Bobby G. Shelley, GENERAL MANAGER of CHATTAHOOCHEE INDUSTRIAL  
RAILROAD,

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 Odum  
SIGNATURE OF THE NOTARY

[Notarial Seal]