

**HELM**  
**FINANCIAL CORPORATION**

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

November 21, 2002

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

RECORDATION NO. 24236 FILED

DEC 10 '02

12-05 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are four (4) original copies of the **Memorandum of Full Maintenance Lease Agreement** dated as of February 27, 2002 ("**Memorandum**") between the following parties:

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

Lessee: Trap Rock Railroad, Inc.  
234 North 6<sup>th</sup> Street  
Reading, PA 19601

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

Memorandum of Full Maintenance Lease Agreement dated as of February 27, 2002 between Helm Financial Corporation, as Lessor, and Trap Rock Railroad Company, Inc., as Lessee, covering 30 open top hopper railcars bearing reporting marks within the series HLMX 153000-153099.

Please file this Memorandum as a primary document and return three (3) stamped originals to my attention. A check covering the filing fee of \$30.00 is enclosed.

Yours truly,

Handwritten signature of Cecilia Mostaghim in cursive.

Cecilia Mostaghim  
Contract Administrator

Enclosures (4)

RECORDATION NO. 24236 FILED

DEC 1 0 '02 12-05 PM

**MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of February 27, 2002 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of February 27, 2002 ("Lease") among HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), TRAP ROCK RAILROAD, INC., a Pennsylvania corporation ("Lessee") and HAINES & KIBBLEHOUSE, INC., a Pennsylvania corporation ("Guarantor"), 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

LESSEE  
TRAP ROCK RAILROAD, INC.

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

By: *Scott B. Haines*  
Name: Scott B. Haines  
Title: President

GUARANTOR  
HAINES & KIBBLEHOUSE, INC.

By: *Scott B. Haines*  
Name: Scott B. Haines  
Title: Vice president

*CM*

**SCHEDULE A**

**TO THE MEMORANDUM OF LEASE**

**THE UNITS**

**Description:** Thirty (30), 2,240 cubic foot, 2-pocket, 45-degree slope sheets, open top hoppers equipped with Miner type D2 outlet gates. Cars are rated for 286,000 lb. gross rail load.

**Unit Numbers:** HLMX 153000, 153001, 153003, 153004, 153005, 153008, 153014, 153016, 153017, 153020, 153021, 153025, 153029, 153033, 153042, 153044, 153052, 153058, 153059, 153062, 153064, 153065, 153068, 153078, 153081, 153083, 153084, 153088, 153095, 153099.

*CM*

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

On November 13<sup>th</sup>, 2002, 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 PENNSYLVANIA )  
 ) S.S.  
COUNTY OF Berks )

On November 5, 2002, before me, a Notary Public,  
personally appeared Scott B. Haines, President  
of TRAP ROCK RAILROAD, INC.,

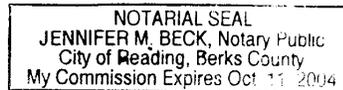
personally known to me -OR-  
 proved to me on the basis of satisfactory evidence

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.

Jennifer M. Beck  
SIGNATURE OF THE NOTARY

[Notarial Seal]



*CM*

STATE OF PENNSYLVANIA )  
 ) S.S.  
COUNTY OF Berks )

On November 5, 2002, before me, a Notary Public,  
personally appeared Scott B. Haines, Vice-president  
of HAINES & KIBBLEHOUSE, INC.,

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.

Jennifer M. Beck

SIGNATURE OF THE NOTARY

[Notarial Seal]

NOTARIAL SEAL  
JENNIFER M. BECK, Notary Public  
City of Reading, Berks County  
My Commission Expires Oct. 11, 2004