

RECORDATION NO. 29681 FILED

MAR 09 '11 -4 47 PM

SURFACE TRANSPORTATION BOARD

HELM

FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax, www.helm.com)

STB E-File

March 9, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: MEMORANDUM OF NET LEASE AGREEMENT dated as of February 11, 2011 between **HELM FINANCIAL CORPORATION**, a California corporation and **CML METALS CORPORATION**, a Utah corporation pertaining to the lease of 259 rapid discharge open top hopper railcars in series RGCX 1150-1408 inclusive.

Dear Section Chief:

On behalf of Lessor, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed true copy of the above referenced Memorandum of Net Lease Agreement ("**Memorandum**").

In connection with the recording of this Memorandum, please note the following information:

Name and Address for Lessor: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111
Attn: President and CEO

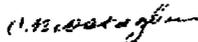
Name and Address for Lessee: CML Metals Corporation
6249 West Gilbert Industrial Court
Hurricane, UT 84737
Attn: President

Equipment: Two hundred fifty-nine (259) rapid discharge open top hopper railcars in series RGCX 1150-1408 inclusive.

Please record this Memorandum as a primary recordation. Please apply the STB's filing fee to Lessor's account.

Summary: **MEMORANDUM OF NET LEASE AGREEMENT** dated as of February 11, 2011 between **HELM FINANCIAL CORPORATION**, a California corporation and **CML METALS CORPORATION**, a Utah corporation pertaining to the lease of 259 rapid discharge open top hopper railcars in series RGCX 1150-1408 inclusive.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF NET LEASE AGREEMENT

Memorandum of Net Lease Agreement made and entered into as of February 11, 2011 by and between Helm Financial Corporation, a California corporation ("Lessor"), and CML Metals Corporation, a Utah corporation ("Lessee").

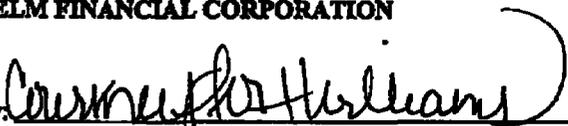
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred fifty-nine (259) 1990-1991 Trinity Industries built, 4,000 cubic foot capacity or greater, 263,000 pounds (or greater) gross rail ton, aluminium bodied, rapid discharge open top hopper railcars bearing marks and numbers as follows:

RGCX 1150-1408 (inclusive)

2. The Net Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement.

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: 

Name: Courtney A. Williams

Title: President and CEO

LESSEE**CML METALS CORPORATION**By: 

Name: Dale Gilbert

Title: President and CEO

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On March 9, 2011 before me, Matthew M. Ogburn, personally appeared Courtney A. O'H. Williams, President and CEO of Helm Financial Corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under **PENALTY OF PERJURY** under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Matthew M. Ogburn (Seal)



STATE OF UTAH)
) SS
COUNTY OF Washington)

On March 3, 2011 before me, Laura D Davis, personally appeared Dale Gilbert, President and CEO of CML Metals Corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under **PENALTY OF PERJURY** under the laws of the State of Utah that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Laura D Davis (Seal)

