

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 224/7 FILED .

September 9, 1999

SEP 23 '99

9-00AM



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

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Net Lease Agreement dated as of June 26, 1999 ("**Memorandum**") between the following parties:

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

Lessee: Kiewit Pacific Co.
10704 Shoemaker Ave.
Santa Fe Springs, CA 90670

The equipment involved in this transaction is as follows:

Equipment: Four (4) railcars as more fully described in Schedule A to the Memorandum.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

SEP 23 '99

9-00 AM

MEMORANDUM OF
NET LEASE AGREEMENT

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of June 26, 1999 and is intended to evidence that certain Net Lease Agreement dated as of June 26, 1999 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and KIEWIT PACIFIC CO., a Nebraska 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.

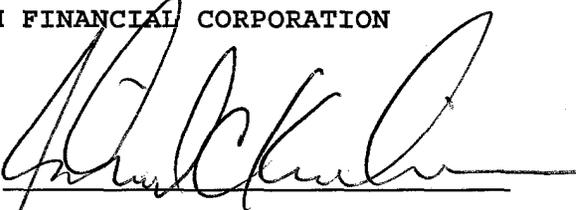
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

KIEWIT PACIFIC CO.

By: By: 

Print Name: Richard C. Kirchner

Print Name: Frederick L. Barrett, Jr.

Title: President

Title: Vice President

CM

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description: Four (4), 100-ton, 2-compartment, 2,240 cubic foot capacity open top hopper railcars equipped with Miner's manually operated ballast gates. Rule 88 rebuilt in 1997 and 286,000 pounds GRL.

Unit Numbers: HLMX 100015-100018

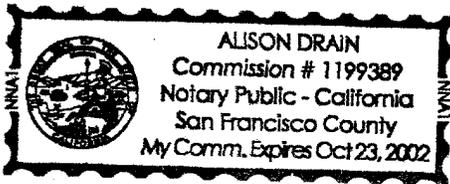
CM

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

On July 19th, 1999, before me, Alison Drain, personally appeared Richard C. Kirchner, 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

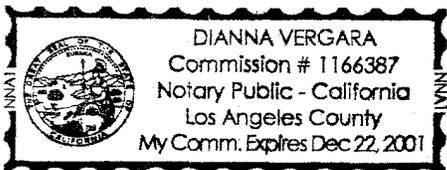
[Notarial Seal]

STATE OF California)
) S.S.
COUNTY OF Los Angeles)

On July 13, 1999, before me Dianna Vergara, Notary Public personally appeared Frederick L. Barrett, Jr., Vice President of KIEWIT PACIFIC CO.,

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.

Dianna Vergara
SIGNATURE OF THE NOTARY

[Notarial Seal]

CM