

F06000004492

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

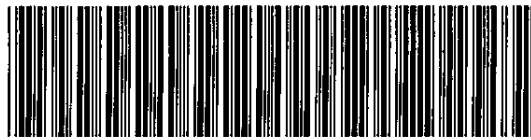
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07/03/06--01063--001 **650.00

03/14/06--01061--004 **70.00

FILED
06 JUN 30 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HELM FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 San Francisco, CA 94111
415/398-4510

RECEIVED

FAX 415/398-4816

06 APR -4 PM 2:06

www.hlmx.com

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 31, 2006

Loria Poole
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

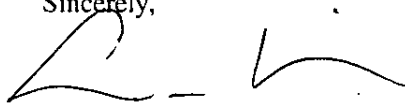
**Re: Helm General Corporation
Letter Number: 706A0017566**

Dear Loria:

In response to your letter dated March 14, 2006, I am writing to request an abatement, partially or in full, of the \$1,000 civil penalty being assessed Helm General Corporation ("HGC"). HGC only receives a partnership K-1 from a partnership that transacts interstate commerce (railcar leasing) in Florida. We only became aware that we needed to file a Florida corporation return upon receiving a Florida partnership K-1 schedule, and we were unaware that this obligated HGC to register with the Florida Department of State. Now that we have been apprised of this requirement we have attempted to register with your Department, and going forward we will pay any annual fees on a timely basis.

Thank you for your consideration of our request for penalty abatement.

Sincerely,



Susan M. Hein
Tax Manager

Attachments



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

06 JUN 30 PM 12:50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 4, 2006

SUSAN HEIN
HELM FINANCIAL CORPORATION
505 SANSOME ST. STE 1800
SAN FRANCISCO, CA 94111

SUBJECT: HELM GENERAL CORPORATION
Ref. Number: W06000012368

We have received your document for HELM GENERAL CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$650.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist

Letter Number: 706A00017566

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HELM GENERAL CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SUSAN HEIN
(Name of Person)

HELM FINANCIAL CORPORATION
(Firm/Company)

505 SANSOME ST., STE. 1800
(Address)

SAN FRANCISCO CA 94111
(City/State and Zip code)

For further information concerning this matter, please call:

SUSAN HEIN at (415) 229-1686
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. HELM GENERAL CORPORATION
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CALIFORNIA 3. 94-3301089
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-1-1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. DECEMBER
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 505 SANSONE ST., STE. 1800, SAN FRANCISCO, CA 94111
(Principal office address)

SAME
(Current mailing address)

8. RAILCAR LEASING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT CORP. SYSTEM

Office Address: 1200 So. PINE ISLAND ROAD
PLANTATION, Florida 33324
(City) (Zip code)

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06 JUN 30 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Naseem A Conde

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

~~DIRECTOR:~~
~~Chairman:~~ JOHN F. DAINS

Address: c/o HELM FINANCIAL CORP, 505 SANSOME ST, STE 1800
SAN FRANCISCO, CA 94111

~~DIRECTOR:~~
~~Vice Chairman:~~ JOSEPH F. LENCEWICZ III

Address: c/o HELM FIN'L. CORP, 505 SANSOME ST, STE. 1800
SAN FRANCISCO, CA 94111

Director: JOSEPH F. MCKENNEY

Address: c/o HELM FIN'L. CORP, 505 SANSOME ST, STE 1800
SAN FRANCISCO, CA 94111

Director: R. MIKE MOSS

Address: c/o HELM FIN'L. CORP, 505 SANSOME ST, STE 1800
SAN FRANCISCO, CA 94111

B. OFFICERS

President: JOHN F. DAINS

Address: SAME AS ABOVE

Vice President: KENNETH W. MILLER JR.

Address: c/o HELM FIN'L CORP, 505 SANSOME ST, STE 1800
SAN FRANCISCO, CA 94111

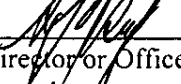
Secretary: MATTHEW M. OGBURN / CFO: BARBARA W. WILSON

Address: c/o HELM FIN'L. CORP, 505 SANSOME ST, STE 1800 SF CA 94111

Treasurer: JOSEPH F. MCKENNEY / ASST. SEC'Y + TREAS: SHAWN J. O'KEEFE

Address: c/o HELM FIN'L. CORP, 505 SANSOME ST, STE. 1800, SF CA 94111

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. SHAWN J. O'KEEFE
(Typed or printed name and capacity of person signing application)

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **1st day of April, 1998, HELM GENERAL CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 16, 2006.



A handwritten signature in black ink, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State