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MICHAEL F. SHIELDS

No. 9--025A011  
Date . . . JAN. 25 1989 . . . . .  
Fee \$ . . . 13.00 . . . . .

ICC Washington, D. C.

January 23, 1989

VIA FEDERAL EXPRESS

Mildred Lee  
Interstate Commerce Commission  
Room 2303  
12 Constitution Avenue, N.W.  
Washington, D.C. 20423

1 6172  
RECORDED NO. \_\_\_\_\_ FILED  
JAN 25 1989 11:20 AM  
INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation

Dear Ms. Lee:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Security Interest, dated as of January 4, 1989.

The name and address of the party to the document is as follows:

Debtor/Mortgagor: Helm Locomotive Leasing  
1333 Brewery Park Blvd.  
Detroit, Michigan 48207-2699  
Attn: Bonnie M. Reyes

A fee of \$13.00 is enclosed. Please return the original and extra copies not needed by the Commission for recordation to:

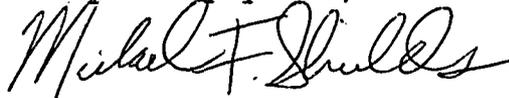
Michael F. Shields, Esq.  
Dickinson, Wright, Moon,  
Van Dusen & Freeman  
800 First National Building  
Detroit, Michigan 48226

JAN 25 10 57 AM '89  
100 211 111

Mildred Lee  
Interstate Commerce Commission  
Page Two  
January 23, 1989

Thank you for your assistance and if there are any questions, please contact me at: (313) 223-3500.

Very truly yours,

A handwritten signature in cursive script that reads "Michael F. Shields". The signature is written in dark ink and is positioned above the typed name.

Michael F. Shields

MFS:db

Encl.

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/26/89

OFFICE OF THE SECRETARY

Michael F Shields  
Dickinson, Wright Moon Van Dusen & Freeman  
800 First National Building  
Detroit, Michigan 48226-3555

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/25/89 at 11:05am, and assigned recordation number(s). 16172

Sincerely yours,

*Narta R. McLee*  
Secretary

Enclosure(s)

1 6172

RECORDED IN \_\_\_\_\_ FOR THE

JAN 25 1989 11:05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF SECURITY INTEREST

Helm Locomotive Leasing (HLL), a joint venture of Helm Equipment Leasing Corporation and Domestic Three Leasing Corporation has entered into a Security Agreement, dated as of December 22, 1988 (Security Agreement) in favor of National Bank of Detroit, The Northern Trust Company and the Bank of Nova Scotia (collectively, the Banks).

Pursuant to the Security Agreement, HLL has granted to the Banks a first priority security interest in the equipment shown on Schedule 1, attached hereto.

Executed on behalf of Helm Locomotive Leasing on JANUARY 4, 1989.

Domestic Three Leasing Corporation  
(one of the joint venturers)

By Bonnie Reyes

STATE OF MICHIGAN )  
                          ) SS:  
COUNTY OF WAYNE )

On this 4<sup>th</sup> day of JANUARY 1989 before me personally appeared BONNIE REYES, to me personally known, who being by me duly sworn, says that (s)he is the TREASURER of Domestic Three Leasing Corporation, one of the joint venturers of Helm Locomotive Leasing that said instrument was signed on behalf of said joint venture by authority of its joint venturers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said joint venture.

(NOTARIAL SEAL)

J. Isabelle Matusko  
Notary Public  
County, Michigan  
My commission expires: \_\_\_\_\_

J. ISABELLE MATUSKO  
Notary Public, Oakland County, MI  
My Commission Expires Feb. 9, 1991  
Acting In Wayne County, MI

Schedule 1

to Memorandum of Security Interest,  
dated January , 1989.

<u>4 Locomotives</u>		<u>Road Numbers</u>
1 SD 40		HL 506
1 GP 38		HL 7789
2 SD 39		HL 5319
		HL 5322

<u>45 Ballast Cars</u>	<u>Old Numbers</u>	<u>New Numbers</u> (if restenciled)
	CMNW 10001-10010	MRL 110001-110010
	10011-10012	
	10013-10018	MRL 110013-110018
	10021	
	10022	MRL 110022
	10023	
	10024-10026	MRL 110024-110026
	10027	
	10028-10029	MRL 110028-110029
	10030	
	10031-10032	MRL 110031-110032
	10033-10034	
	10035-10037	MRL 110035-110037
	10038	
	10039-10046	MRL 110039-110046
	10047	