

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

RECORDATION NO. **17550** FILED 10/2

September 26, 1991 **OCT 2 1991 1:40 PM**

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease Agreement dated as of September 16, 1991 between the following parties:

Lessor:	HELM FINANCIAL CORPORATION One Embarcadero Center 35th Floor San Francisco, CA 94111
Lessee:	Illinois Central Gulf Railroad Company 223 North Michigan Avenue Chicago, Il 60601-5799

The equipment involved in this transaction is as follows:

Equipment: See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank You.

Sincerely,

Karen Rahnasto
Karen Rahnasto
Fleet Operations Administrator

KR/tw
Enclosures

17550

REGISTRATION NO. _____ FILED 1489

OCT 2 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

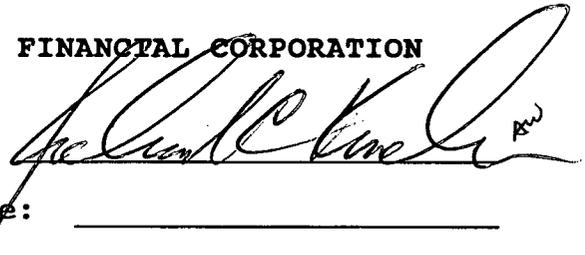
MEMORANDUM OF
LEASE AGREEMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease Agreement, dated as of January 1, 1985 (the "Lease") as amended on March 1, 1990 and March 22, 1991 between Helm Financial Corporation, a California corporation (the "Lessor") as successor to Arbox Three Corporation in accordance with an Agreement of Sale and Assignment of Lease dated August 31, 1988, and Illinois Central Gulf Railroad Company, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of boxcars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 16th day of September 1991.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Title: _____

ATTEST:

Title: _____

LESSEE

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

By: 

Title: _____

VICE PRESIDENT TRANSPORTATION

ATTEST:



Title: _____

Asst. Secy.

17550

REGISTRATION NO. _____ FILED 1489

OCT 2 1991 -1 40 PM

MEMORANDUM OF
LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease Agreement, dated as of January 1, 1985 (the "Lease") as amended on March 1, 1990 and March 22, 1991 between Helm Financial Corporation, a California corporation (the "Lessor") as successor to Arbox Three Corporation in accordance with an Agreement of Sale and Assignment of Lease dated August 31, 1988, and Illinois Central Gulf Railroad Company, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of boxcars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

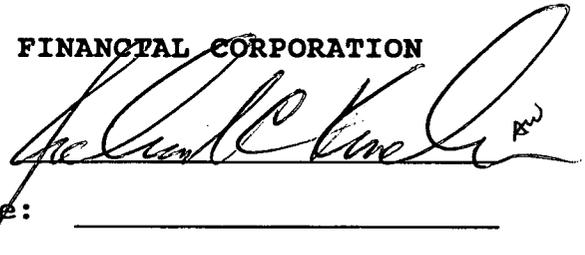
IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 16th day of September 1991.

LESSOR

HELM FINANCIAL CORPORATION

ATTEST:

Title: _____

By: 

Title: _____

LESSEE

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

ATTEST:



Title: Asst. Secy.

By: 

Title: VICE PRESIDENT TRANSPORTATION

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of _____

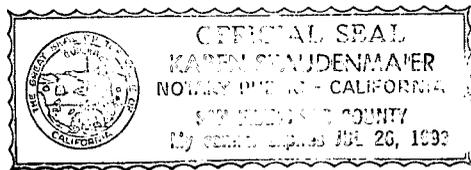
<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
50 foot, 70-ton boxcars	46	ICG 503303-553399

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 24th day of September, 1991, before me personally appeared Richard C. Kirchner me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1991
[Notarial Seal]



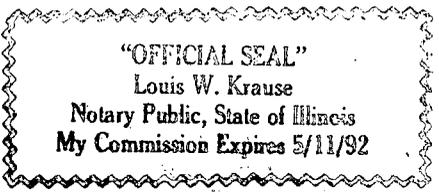
STATE OF ILLINOIS)
) S
COUNTY OF COOK)

On this 16th day of SEPTEMBER, 1991, before me personally appeared E H HARRISON, to me personally known, who, being by me duly sworn, says that he is VP+CTD of ILLMOB CRANIAL RAILROAD, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louis W. Krause
Notary Public

My Commission Expires: MAY 11, 1992

[Notarial Seal]



OCT 2 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease Agreement, dated as of January 1, 1985 (the "Lease") as amended on March 1, 1990 and March 22, 1991 between Helm Financial Corporation, a California corporation (the "Lessor") as successor to Arbox Three Corporation in accordance with an Agreement of Sale and Assignment of Lease dated August 31, 1988, and Illinois Central Gulf Railroad Company, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of boxcars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 16th day of September 1991.

LESSOR

HELM FINANCIAL CORPORATION

By:

Title: _____

ATTEST:

Title: _____

LESSEE

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By:

Title: VICE PRESIDENT TRANSPORTATION

ATTEST:

Title: Asst. Secy.

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of _____

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
50 foot, 70-ton boxcars	46	ICG 503303-553399

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 24th day of September, 1991, before me personally appeared Richard C. Kircho me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier

Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]



STATE OF ILLINOIS)
) §
COUNTY OF COOK)

On this 16th day of SEPTEMBER, 1991, before me personally appeared B.H. HARRISON, to me personally known, who, being by me duly sworn, says that he is VP & CTO of ILLINOIS CENTRAL RAILROAD, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louis W. Krause

Notary Public

My Commission Expires:

MAY 11, 1992

[Notarial Seal]

