

# HELM FINANCIAL CORPORATION

RECORDATION No. 20631

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

VIA AIR COURIER

April 14, 1997

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

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of July 1, 1994 between the following parties:

Lessor: Helm-Atlantic Associates  
Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

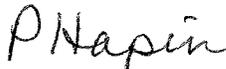
Lessee: Southern Illinois Railcar Co.  
One Mark Twain Plaza  
Suite 225  
Edwardville, IL 62025-1959

The equipment involved in this transaction is as follows:

Equipment: Fifteen (15) covered hopper railcars (See attached Exhibit A for reporting mark & numbers.)

Please file this agreement as a primary document. A check covering the filing fee is enclosed.

Sincerely,



Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

Apr 15 10 43 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

Patrick Hapin  
Document Administrator  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

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 4/15/97 at 10:43 AM , and 10:44AM, 10:45AM assigned recordation number(s). 20631, 20632, 20633, 414033-I, 15623-B, 16765-B, 17577-B, 18147-A, 18289-C, 18389-B, 18797-B, 18943-B, 19330-A, 19429-A, 19432-B, 19433-A, 19433-A, 19538-A, 19600-B, 19693-A, 19726-A, 19727-A, 19824-A, 19826-A, 19923-B, 19956-C, 19981-A, 20063-A, 20157-A, 20230-A, 20252-A, 20322-A and 20391-A.

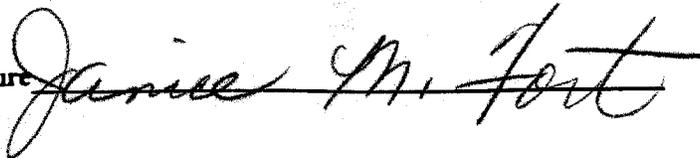
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 792.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION No 20631

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

APR 15 10 43 AM '97

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of July 1, 1994 is intended to evidence the Lease of Railroad Equipment, dated as of July 1, 1994 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and SOUTHERN ILLINOIS RAILCAR CO., an Illinois corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Commerce under Section 49 of U.S.C. 11303. Lessor has the right to lease the fifteen (15) covered hopper railcars more fully described in Exhibit A hereto as Group A Units and Group B Units (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES LIMITED  
PARTNERSHIP

SOUTHERN ILLINOIS RAILCAR CO.

By: Helm Atlantic Corporation,  
its General Partner

By:   
Title: President  
Date: 2/25/97

By:   
Title: VICE PRESIDENT  
Date: 8/23/96



EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Dated July 1, 1994

Group A Units

Reporting  
Mark & Numbers :

SIRX	290003
SIRX	290004
SIRX	290005
SIRX	290006
SIRX	290007
SIRX	290008
SIRX	290009
SIRX	290011
SIRX	290012
SIRX	290013

Group B Units

Reporting  
Mark & Numbers :

SIRX	290000
SIRX	290001
SIRX	290002
SIRX	290010
SIRX	460216

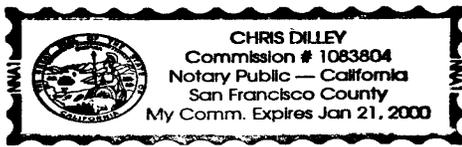
44

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

On February 25, ~~1996~~ <sup>1997</sup>, before me, Chris Dillee,  
personally appeared David R. Eckles, President of HELM ATLANTIC  
CORPORATION,

X 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.

Chris Dillee  
SIGNATURE OF THE NOTARY

STATE OF ILLINOIS )  
 ) S.S.  
COUNTY OF MADISON )

On August 23, 1996, before me, Janice A. Tweedy  
personally appeared Gary J. Goodman, Vice President  
of SOUTHERN ILLINOIS RAILCAR 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.

Janice A. Tweedy  
SIGNATURE OF THE NOTARY

(Notarial Seal)