

# OSTER

## Researching Services

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*Counterpart - Donna Lill*

RECORDATION NO. 20718 FILED

JUN 6 '97

11-16 AM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

June 6, 1997

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

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Locomotive Lease Agreement dated 5/8/97 between the following parties:

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

Lessee: Canadian American Company  
R.R. 2 Box 45  
Bangor, ME 044011

The equipment included in this transaction is as follows:

Equipment: 5, GP-40 Locomotives  
MKCX 4301-4305

Please record this agreement as a primary document. The filing fee of \$24 is enclosed. Thank you for your assistance,

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

JUN 6 '97 11-16 AM

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is made as of May 8, 1996 and is intended to evidence that certain Locomotive Lease Agreement dated as of January 26, 1995, as amended by Amendment No. 1 dated as of October 12, 1995 ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), as assignee of MK Rail Corporation, and CANADIAN AMERICAN COMPANY, a Maine 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 locomotives, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the rental 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.

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

CANADIAN AMERICAN COMPANY

By: 

By: 

Print Name: William M. Peterson

Print Name: B.F. COLLINS

Its: Executive Vice President

Its: DL00

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Five (5), four axle, 3,000 horsepower, diesel-electric locomotives; Model GP40.

Unit Numbers:

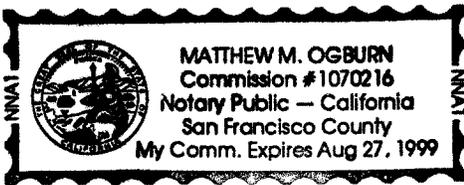
MKCX 4301  
MKCX 4302  
MKCX 4303  
MKCX 4304  
MKCX 4305

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

On April 22, 1997, before me, Matthew M. Ogburn,  
personally appeared William M. Peterson, Executive Vice 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.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF \_\_\_\_\_ )  
 ) S.S.  
COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, 1997, before me, \_\_\_\_\_,  
personally appeared \_\_\_\_\_,  
of CANADIAN AMERICAN COMPANY

— 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.

\_\_\_\_\_  
SIGNATURE OF THE NOTARY

[Notarial Seal]