

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

RECORDATION NO. **18797** FILED 1425

MAY 4 - 1994 - 2:30 PM

INTERSTATE COMMERCE COMMISSION

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RECORDING BRANCH

MAY 4 2 22 PM '94

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OFFICE OF THE
SECRETARY

VIA AIR COURIER

May 3, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

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

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

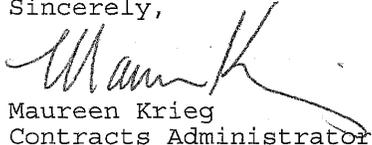
Lessee: Burlington Northern Railroad Company
3700 Continental Plaza
777 Main Street
Fort Worth, TX 76102

The equipment involved in this transaction is as follows:

Equipment: One hundred fifteen (115) railcars (See Exhibit A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$18.00 is included in the enclosed check.

Sincerely,


Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

STATE OF CALIFORNIA

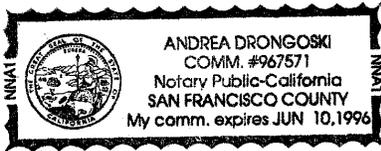
COUNTY OF SAN FRANCISCO

On March 31, 1994, before me, Andrea Drongoski, personally appeared Richard C. Kirchner, President of HELM FINANCIAL 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.



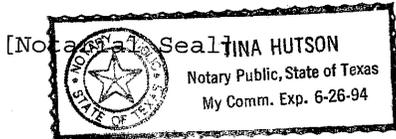
Andrea Drongoski
SIGNATURE OF THE NOTARY

STATE OF Texas)
COUNTY OF Tarrant) §

On this 16th day of March, 1994, before me personally appeared Stephen C. Behn on behalf of D.A. Bastford to me personally known, who, being by me duly sworn, says that he is Sr. Manager of BURLINGTON NORTHERN RAILROAD COMPANY, 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.

Lina Hutson
Notary Public

My Commission Expires: 6-26-94



[Handwritten mark]

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
RAIL CAR LEASE AGREEMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of March 1, 1994 is intended to evidence the Rail Car Lease Agreement dated as of October 21, 1993, as amended (the "Lease"), between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and BURLINGTON NORTHERN 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. Lessor has the right to lease the one hundred fifteen (115) railcars more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

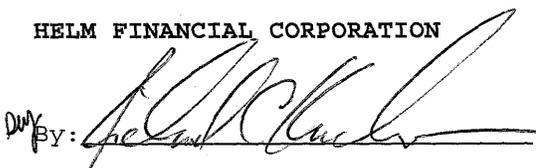
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

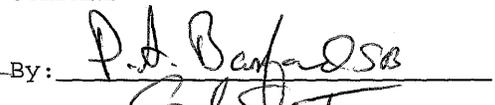
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

BURLINGTON NORTHERN RAILROAD
COMPANY

By: 

By: 

Title: President

Title: Gen. Mgr.

Date: March 31, 1994

Date: 3/16/94



EXHIBIT A

To the Memorandum of Rail Car Lease Agreement dated October 21, 1993 between Helm Financial Corporation and Burlington Northern Railroad Company.

Equipment Description:

One hundred fifteen (115), 100-ton, rotary coupled, 4000 cubic foot, Bethgon Coalporter gondola railcars built in 1984 by Bethlehem Steel.

Unit Numbers:

HLMX 150000-150004, 150006-150048, 150050-150062, 150064, 150066-150069, 150071-150076, 150078-150093, 150095-150098, 150102-150112, 150114, 150115, 150117-150126

DM