

HELM
FINANCIAL CORPORATION

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

VIA AIR COURIER

July 18, 1994

RECORDED & INDEXED 18910

JUL 20 1994 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

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 June 9, 1994 between the following parties:

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

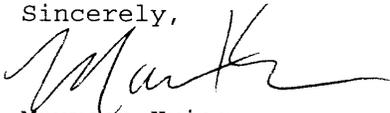
Lessee: Southern Illinois Railcar Company
One Mark Twain Plaza, Suite 225
Edwardsville, IL 62025

The equipment involved in this transaction is as follows:

Equipment: One (1) covered hopper railcars (See Annex 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)

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of June 9, 1994 is intended to evidence the Lease of Railroad Equipment, dated as of June 9, 1994 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation ("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 covered hopper railcar, more fully described in Annex A hereto (the "Unit"). Lessee leased from Lessor the Unit at the rental 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

SOUTHERN ILLINOIS RAILCAR COMPANY

By:

By:

Title: President

Title: VICE PRES.

Date: 06/27/94

Date: June 21, 1994

RECORDATION NO. **18910** FILED 1425

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INTERSTATE COMMERCE COMMISSION

ANNEX A

To the Memorandum of Lease of Railroad Equipment

Dated June 9, 1994

Equipment Description:

One (1), 100 ton, 4000 cubic foot capacity, covered hopper railcar with trough hatches and gravity outlet gates.

Unit Numbers:

SIRX 400216

STATE OF CALIFORNIA

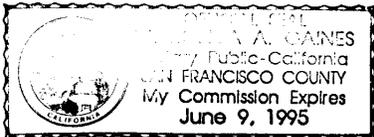
COUNTY OF SAN FRANCISCO

On June 27, 1994, before me Richard A. Buira personally appeared Richard C. Kirchner, 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.



Richard A. Buira

SIGNATURE OF THE NOTARY

STATE OF ILLINOIS)
) S
COUNTY OF MADISON)

On this 21st day of June, 1994, before me personally appeared Gary J. Goodwin, to me personally known, who, being by me duly sworn says that he is Vice President of **SOUTHERN ILLINOIS RAILCAR 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.

Deloris Benardin
Notary Public

My Commission Expires: May 5, 1998

[Notarial Seal]

