

**HELM**  
**FINANCIAL CORPORATION**

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

VIA AIR COURIER

March 7, 1995

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 December 14, 1994 between the following parties:

Lessor: Helm-Atlantic Associates Limited  
Partnership  
One Embarcadero Center  
Suite 3500  
San Francisco, CA 94111

Lessee: Illinois Central Railroad Company  
17641 South Ashland Avenue  
Homewood, IL 60730

The equipment involved in this transaction is as follows:

Equipment: Forty-six (46) 70-ton roller bearing,  
cushioned boxcars (See Exhibit 1  
attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Fern  
Administrative Assistant

/nh

Enclosures (2)

19287  
RECORDATIONS NO. 123456789  
MAR 11 1995 4:30 PM  
RECORDATIONS UNIT

RECORDATION NO. 19287

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

MAR 2 10 00 AM

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of December 14, 1994 is intended to evidence the Lease of Railroad Equipment, dated as of December 14, 1994 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Lessor"), and ILLINOIS CENTRAL 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 forty-six (46) boxcars, more fully described in Exhibit 1 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, have executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP, a  
Delaware Limited Partnership

ILLINOIS CENTRAL RAILROAD COMPANY

By: Helm Atlantic Corporation,  
its General Partner

By: [Signature]  
Title: President  
Date: 12/14/94

By: [Signature]  
Title: Supt. Gen'l. Mgmt.  
Date: 12-27-94

cm

Exhibit 1

to the Memorandum of Lease of Railroad Equipment dated December 14,  
1994

Equipment Description:

Forty-six (46), 70-ton roller bearing, cushioned XP boxcars.

Unit Numbers:

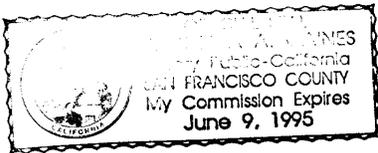
IC 504915-504960

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO)

On December, 1994, before me, LaRonda A. Gaines,  
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.

LaRonda A. Gaines

SIGNATURE OF THE NOTARY

STATE OF ILLINOIS )  
 ) S  
COUNTY OF COOK )

On this 27<sup>th</sup> day of DECEMBER, 1994, before me personally  
appeared W. G. GARRETT, to me personally known, who,  
being by me duly sworn says that he is SUPV. FRT CAR MGMT of  
**ILLINOIS CENTRAL 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.

Louis W. Krause

Notary Public

My Commission Expires:

MAY 11, 1996

[Notarial Seal]

