

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4610

FAX 415/398-4816

VIA AIR COURIER

April 18, 1995

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

APR 18 1995 19363 PM

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of February 11, 1994 between the following parties:

Lessor: Helm-Pacific Leasing  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

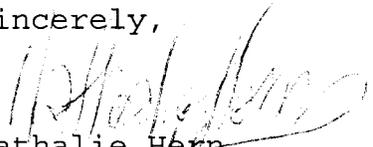
Lessee: Illinois Central Railroad Company  
455 North Cityfront Plaza Drive,  
20th Floor  
Chicago, Illinois 60611-5504

The equipment involved in this transaction is as follows:

Equipment: One hundred five (105) boxcars (See Schedule A attached for reporting mark & numbers)

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

Sincerely,

  
Nathalie Hern  
Administrative Assistant

/nh

Enclosures (2)

19363

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of February 11, 1994 is intended to evidence the Lease of Railroad Equipment dated as of February 11, 1994 (the "Lease") between HELM-PACIFIC LEASING, a Nebraska joint venture (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 insulated boxcars more fully described in Schedule 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-PACIFIC LEASING  
By: Helm Pacific Corporation  
its Joint Venturer

ILLINOIS CENTRAL RAILROAD  
COMPANY

By: *[Signature]*

By: *[Signature]*

Title: President

Title: VICE PRESIDENT - MAINTENANCE

Date: March 10, 1994

Date: February 18, 1994

By: Union Pacific Venture  
Leasing, Inc., its  
Joint Venturer

By: *D. Chandler Lewis*

Title: President - UPV

Date: 2-28-94

*[Handwritten initials]*

**SCHEDULE A**

To the Memorandum of Lease dated February 11, 1994

**Equipment Description:**

One hundred five (105), 70-ton, 50', Plate B, Grade A, insulated boxcars with two (2) one piece bulkheads, either double or single plug doors and a minimum interior width of 9'2", a minimum interior height of 9'11" and a minimum interior length of 49'6".

**Unit Numbers:**

IC 151600-151633  
151635-151646  
151648-151652  
151655-151668  
151671-151673  
151675  
151678  
151680-151683  
151685  
151686  
151688  
151689  
151691  
151693-151701  
151705  
151707  
151708  
151711-151720  
151726-151728  
151732



