

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

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19472

VIA AIR COURIER

June 19, 1995

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

LICENSING BRANCH

JUN 20 3 01 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of April 28, 1995 between the following parties:

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

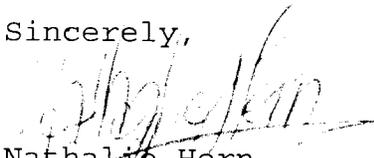
Lessee: Iowa-Illinois Gas & Electric Company
1 Riverfront Place
P.O. Box 4350
106 East Second Street
Davenport, IA 52808

The equipment involved in this transaction is as follows:

Equipment: Forty-seven (47) gondola railcars (See Exhibit 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)



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/20/95

Office Of The Secretary

Nathalie Hern
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/20/95 at 3:05PM, and assigned recordation number(s). 19472-19473, 19474, 19475, 19476, 10629-A and 18943-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100660040)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19472

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of April 28, 1995 is intended to evidence the Rail Car Lease Agreement dated as of April 28, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and IOWA-ILLINOIS GAS AND ELECTRIC COMPANY, an Illinois 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 gondola 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

IOWA-ILLINOIS GAS AND ELECTRIC COMPANY

By: [Signature]

By: [Signature]

Title: President

Title: S.J. Bright
Chairman, President
And CEO

Date: April 18, 1995

Date: April 28, 1995

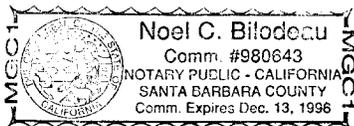
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On 4-18, 1995, before me, the undersigned 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.



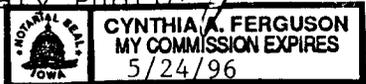
Witness my hand and official seal.

Noel C. Bilodeau
SIGNATURE OF THE NOTARY

STATE OF IOWA)
) S
COUNTY OF SCOTT)

On this 28th day of April, 1995, before me personally appeared S. J. Bright, to me personally known, who, being by me duly sworn, says that he is Chairman, President and CEO of **IOWA-ILLINOIS GAS AND ELECTRIC 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.

Cynthia A. Ferguson
Notary Public



My Commission Expires: _____

[Notarial Seal]

EXHIBIT A

To the Memorandum of Rail Car Lease Agreement dated April __, 1995 between Helm Financial Corporation and Iowa-Illinois Gas and Electric Company.

Equipment Description:

Forty-seven (47) gondola railcars; built by Bethlehem Steel Corporation or Pacific Built Car in 1980, 1981, 1984, 1985 and 1990.

Unit Numbers:

HLMX 145000 - 145046