

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

September 19, 1995

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

SEP 19 1995 10:11 AM
19644

Dear Ms. Lee:

Enclosed are three (3) originals of the Memorandum of Lease of Railroad Equipment dated as of February 22, 1995 between the following parties:

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

Lessee: The Isaac Corporation
1684 Woodland Drive
Maumee, OH 43532

The equipment involved in this transaction is as follows:

Equipment: Five (5) gondola railcars (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 (3)



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

10/3/95

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 10/3/95 at 3:05PM, and assigned recordation number(s). 19644, 19645, 19646, 19647, 17685-^A and 19475-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100800002)

\$ 126.00 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

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

19644

1995

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") dated February 22, 1995 is intended to evidence the Lease of Railroad Equipment dated as of February 22, 1995 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture ("Lessor"), and The Isaac Corporation, an Ohio 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 gondola railcars, 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 authority, have executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
its Joint Venturer

THE ISAAC CORPORATION

CM By: *D. M. R. Ellis*
Title: *President*
Date: *9/18/95*

By: *John T. Turner*
Title: *DIRECTOR OF TRANSPORTATION
AND LOGISTICS*
Date: *5-195*

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

By: *Eric R. Butte*
Title: *President - UPR*
Date: *9-15-95*

CM

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment dated as of February 22, 1995 between Helm-Pacific Leasing and The Isaac Corporation.

Equipment Description:

Five (5), 52'6", 70-ton roller bearing gondolas with 4'6" sides and steel floors.

Units Reporting Mark & Numbers:

HPJX 30873
HPJX 31230
HPJX 31460
HPJX 31477
HPJX 31585

cm

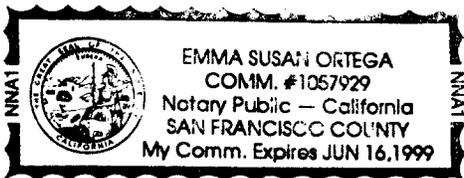
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On September 15, 1995, before me, Emma S. Ortega - Notary Public personally appeared David R. Eckles, President of **HELM PACIFIC 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.

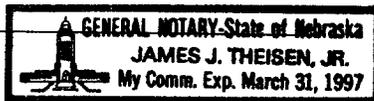
Emma Susan Ortega
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA)
) §
COUNTY OF DOUGLAS)

On this 15th day of September, 1995, before me personally appears Eric L. Butler, to me personally known, who being by me duly sworn says that he is President of **UNION PACIFIC VENTURE LEASING, INC.**, 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 as a joint venture partner of Helm-Pacific Leasing.

[Signature]
Notary Public

My Commission Expires: _____



[Notarial Seal]

cm

STATE OF OHIO)
) §
COUNTY OF Lucas)

On this 7th day of August, 1995, before me personally appears John Surul, to me personally known, who being by me duly sworn says that he is Director Transportation of **THE ISAAC CORPORATION**, 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.

Christine M. Harris
Notary Public

My Commission Expires: _____

[Notarial Seal]



CHRISTINE M. HARRIS
Notary Public, State of Ohio
My Commission Expires 12-8-95

am