

3-005A096



BancBoston Leasing

January 4, 1993

RECORDATION NO. 18040-C FILED FEB

JAN 5 1993 -2 50 PM

INTERSTATE COMMERCE COMMISSION

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. McGee:

We have enclosed an original and one certified copy of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

- Exhibit A - Equipment Schedule No. 3
- Exhibit B - Certificate of Acceptance
- Exhibit A (to Master Lease Agreement applicable to Schedule No. 3) - Stipulated Loss Values

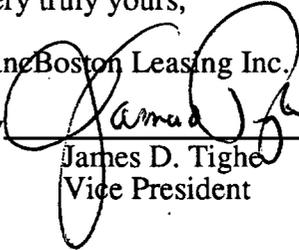
The primary document was recorded on December 11, 1992 at 3:20 PM, Recordation No. 18040.

A fee of \$17.00 is enclosed. Please return the original document after recordation to BancBoston Leasing Inc., 100 Federal Street, Boston, Massachusetts 02110.

Very truly yours,

BancBoston Leasing Inc.

By


James D. Tighe
Vice President

Enclosures

JDT:dlp

JAN 5 2 49 PM '93
RECORDATION NO. 18040-C

Interstate Commerce Commission
Washington, D.C. 20423

1/6/93

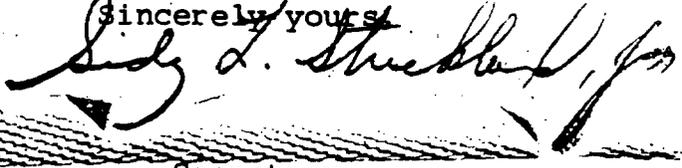
OFFICE OF THE SECRETARY

James D. Tighe
Vice President
BancBoston Leasing
100 Federal St.
Boston, MA. 02110

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/5/93 at 2:50pm, and assigned re-
recording number(s). 18040-C

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)



BancBoston Leasing

a BANK OF BOSTON company

DOCUMENTED BY 18040-C FILED 1/13/93

JAN 5 1993 2 50 PM

EXHIBIT A

EQUIPMENT SCHEDULE ~~NOTES~~ STATE COMMERCE COMMISSION

This Equipment Schedule No. 3 is hereby made a part of the MASTER LEASE AGREEMENT dated as of November 17, 19 92 between BancBoston Leasing Inc., as Lessor, and Helm Financial Corporation, as Lessee.

1. EQUIPMENT DESCRIPTION (including quantity, model/feature, identification and/or serial number):

- (13) 4000 cubic foot capacity covered hopper railcars
- (20) 4600 cubic foot capacity covered

See attached Exhibit A for car number detail

2. ACQUISITION COST: \$427,982.57

3. LEASE TERM: 24 months

4. MONTHLY RENT: 24 in advance in arrears

5. RECOVERY PERIOD: 7 Years

6. INSTALLATION SITE: 120 West Market Street
 Address

<u>Troy</u>	<u>Madison</u>	<u>Illinois</u>	<u>62294</u>
City	County	State	Zip Code

LESSOR:

BancBoston Leasing Inc.

By James D. [Signature]

Title Vice President

LESSEE:

Helm Financial Corporation

By [Signature]

Title CFO and Asst Secretary

EXHIBIT A
Schedule #3

- (13) 4000 CUBIC FOOT CAPACITY COVERED HOPPER RAILCARS
(20) 4600 CUBIC FOOT CAPACITY (OR GREATER) COVERED HOPPER RAILCARS

4000 CUBIC FOOT CAPACITY

OLD NUMBER	RESTENCIL #
-----	-----
SCL240468	SIRX400119
SCL240969	SIRX400116
SBD246028	SIRX400117
SBD246043	SIRX400118
SCL240964	SIRX400106
SBD245604	SIRX400107
CSXT245207	SIRX400113
SCL240328	SIRX400112
SCL245159	SIRX400108
SCL240306	SIRX400109
SCL240543	SIRX400114
SCL240426	SIRX400111
CSXT245856	SIRX400110

4600 OR GREATER CUBIC FOOT CAPACITY

OLD NUMBER	RESTENCIL #
-----	-----
SBD247830	SIRX460149
LN240908	SIRX460150
CSXT246614	SIRX460155
LN241097	SIRX460093
LN241212	SIRX460077
CSXT248464	SIRX460094
SBD248629	SIRX460085
CSXT248486	SIRX460076
SBD248568	SIRX460078
SBD248591	SIRX460075
BO606046	SIRX460079
CSXT255691	SIRX470091
LN241078	SIRX460095
SBD246527	SIRX460091
CSXT246813	SIRX460090
LN205156	SIRX460096
CSXT248643	SIRX460139
LN240925	SIRX460110
SBD246652	SIRX460121
SBD246919	SIRX460123

Helm Financial Corporation

By: John F. Dennis

BancBoston Leasing Inc.

By: James J. W.

This is a certified and true copy of the original document.

Barbara L. Kustarowitz
Notary Public

My Commission expires 2/5/93



BancBoston Leasing

a BANK OF BOSTON company

EXHIBIT B

CERTIFICATE OF ACCEPTANCE

To: BancBoston Leasing Inc.
100 Federal Street
Boston, Massachusetts 02110

Pursuant to the MASTER LEASE AGREEMENT dated as of November 17, 1992 (the "Lease Agreement") between BancBoston Leasing Inc. (the "Lessor") and the undersigned (the "Lessee"), the equipment described on Equipment Schedule No. 3 (the "Equipment") has been delivered to the location set forth in such Equipment Schedule, has been tested and inspected by Lessee, and has been found to be in good repair and working order.

The Equipment has been accepted and placed in service by Lessee for all purposes under the Lease Agreement on December 31, 1992 (the "Commencement Date").

Lessee represents, warrants and covenants that: (a) as of the Commencement Date, all representations set forth in Section 18 of the Lease Agreement apply to the Equipment accepted hereunder; (b) in the event of a sale and leaseback of the Equipment, neither Lessee nor any member of its Affiliated Group as defined in the Lease Agreement has made or will make any election under the Internal Revenue Code of 1986, as amended (the "Code") affecting the depreciation of the Equipment or of any class of property which would apply to the Equipment after the sale of the Equipment to Lessor by Lessee; (c) in the event of a sale and leaseback of the Equipment, the Equipment will not constitute property placed in service in a churning transaction within the meaning of Section 168(f)(5) of the Code; (d) neither Lessee nor any member of its Affiliated Group filing a consolidated Federal income tax return will take any deduction for recovery of the cost of the Equipment; (e) the Equipment has been placed in service under the Lease Agreement on the Commencement Date; and (f) neither Lessee nor any member of its Affiliated Group has any investment in the cost of the Equipment.

The execution of this Certificate of Acceptance by Lessee shall not be construed, in any way, to release or to waive the obligations of any manufacturer or supplier for any warranties with respect to the Equipment.

This Certificate of Acceptance applicable to Equipment Schedule No. 3 shall constitute a part of the Lease Agreement.

IN WITNESS WHEREOF Lessee, by its duly authorized officer or agent, has executed and delivered this Certificate of Acceptance which is intended to take effect as a sealed instrument.

Helm Financial Corporation

By John F. Davis
Title CFO and Asst. Secty

This is a certified and true copy of the original document.

Barbara L. Gustavson
Notary Public

My Commission expires 2/5/93



BancBoston Leasing

a BANK OF BOSTON company

EXHIBIT A

STIPULATED LOSS VALUES

With reference to the Rider No 1 (the "Rider") as applicable to the Equipment set forth on Equipment Schedule No. 3. Lessor and Lessee agree that the Stipulated Loss Value shall mean the product obtained by multiplying the Acquisition Cost of the Equipment terminated pursuant to the Rider by the appropriate percentage for the Stipulated Loss Payment Date.

<u>STIPULATED LOSS PAYMENT DATE</u>	<u>PERCENTAGE</u>	<u>STIPULATED LOSS PAYMENT DATE</u>	<u>PERCENTAGE</u>
01-Jan-93	104.2226	01-Jul-95	77.8453
01-Feb-93	103.4465	01-Aug-95	76.8747
01-Mar-93	102.6611	01-Sep-95	75.9008
01-Apr-93	101.8656	01-Oct-95	74.9211
01-May-93	101.0643	01-Nov-95	73.9355
01-Jun-93	100.2530	01-Dec-95	72.9468
01-Jul-93	99.4358	01-Jan-96	71.9523
01-Aug-93	98.5128	01-Feb-96	70.9520
01-Sep-93	97.7797	01-Mar-96	69.9471
01-Oct-93	96.9407	01-Apr-96	68.9411
01-Nov-93	96.0958	01-May-96	67.9294
01-Dec-93	95.2408	01-Jun-96	66.9167
01-Jan-94	94.3799	01-Jul-96	65.8983
01-Feb-94	93.5131	01-Aug-96	64.8742
01-Mar-94	92.6385	01-Sep-96	63.8492
01-Apr-94	91.7578	01-Oct-96	62.8185
01-May-94	90.8711	01-Nov-96	61.7822
01-Jun-94	89.9784	01-Dec-96	60.7451
01-Jul-94	89.0797	01-Jan-97	59.7023
01-Aug-94	88.1751	01-Feb-97	58.6541
01-Sep-94	87.2643	01-Mar-97	57.6024
01-Oct-94	86.3477	01-Apr-97	56.5500
01-Nov-94	85.4250	01-May-97	55.4921
01-Dec-94	84.4963	01-Jun-97	54.4335
01-Jan-95	83.5617	01-Jul-97	53.3696
01-Feb-95	82.6211	01-Aug-97	52.3002
01-Mar-95	81.6746	01-Sep-97	51.2303
01-Apr-95	80.7248	01-Oct-97	50.1551
01-May-95	79.7690	01-Nov-97	49.0747
01-Jun-95	78.8101	01-Dec-97	47.9937

BancBoston Leasing Inc.

By: _____

Title: _____

Helm Financial Corporation

By: _____

Title: _____



BancBoston Leasing

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EXHIBIT A

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<u>STIPULATED LOSS</u> <u>PAYMENT DATE</u>	<u>PERCENTAGE</u>	<u>STIPULATED LOSS</u> <u>PAYMENT DATE</u>	<u>PERCENTAGE</u>
01-Jan-98	46.9076		
01-Feb-98	45.8163		
01-Mar-98	44.7221		
01-Apr-98	43.6275		
01-May-98	42.5279		
01-Jun-98	41.4280		
01-Jul-98	40.3232		
01-Aug-98	39.2135		
01-Sep-98	38.1038		
01-Oct-98	36.9893		
01-Nov-98	35.8700		
01-Dec-98	34.7507		
01-Jan-99	33.6269		
01-Feb-99	32.4984		
01-Mar-99	31.3676		
01-Apr-99	30.2395		
01-May-99	29.1071		
01-Jun-99	27.9777		
01-Jul-99	26.8440		
01-Aug-99	25.7060		
01-Sep-99	24.5713		
01-Oct-99	23.4325		
01-Nov-99	22.3061		
01-Dec-99	21.1503		
01-Jan-2000	20.0000		

BancBoston Leasing Inc.

By: _____

Title: _____

Helm Financial Corporation

By: _____

Title: _____

This is a certified and true copy of the original document.

Carlene Kustanovitz
Notary Public

My Commission expires 2/5/93