

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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VIA AIR COURIER

December 4, 1995

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

19823
DEC 2 1995 10 59 AM

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of August 1, 1995 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Atchison, Topeka and Santa Fe Railway Co.
1700 East Gulf Road
Schaumburg, IL 60173

The equipment involved in this transaction is as follows:

Equipment: Twenty-two (22) 100-ton open top hopper 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,



Chris Dilley
Administrative Assistant

/cpd

Enclosures (2)

19823
20 1995 11:00 AM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of August 1, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of August 1, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware 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 twenty-two (22) open top hopper 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

CM HELM FINANCIAL CORPORATION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

By: *[Signature]*

By: *[Signature]*

Title: President

Title: AUP - Bulk Operations

Date: 11/2/95

Date: 9/27/95

CM

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment dated August 1, 1995 between Helm Financial Corporation and The Atchison, Topeka and Santa Fe Railway Company.

Equipment Description:

Twenty-two (22), 100-ton, 3,800 cubic foot, five pocket open top hopper railcars equipped with electro-pneumatic rapid discharge outlet gates and electro-magnetic pick-up-shoes; built by Greenville Steel Car, 1979-1984.

Unit Reporting Mark & Numbers:

HLMX	80001
HLMX	81003
HLMX	81022
HLMX	81031
HLMX	81045
HLMX	81054
HLMX	81071
HLMX	84005
HLMX	84015
HLMX	84053
HLMX	84078
HLMX	84086
HLMX	84093
HLMX	84111
HLMX	84151
HLMX	84160
HLMX	197807
HLMX	197812
HLMX	197817
HLMX	197864
HLMX	197876
HLMX	197941

