

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

December 4, 1995

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

19824
DEC 2 1995 10:00 AM

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of February 16, 1995 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Railtex Services Company, Inc. 4040 Broadway, Suite 200 San Antonio, TX 78209

The equipment involved in this transaction is as follows:

Equipment: One (1), 1,500 HP SW1500 locomotive (See Attachment 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)

19824
27 1995 10:45 AM

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") is made as of February 16, 1995 is intended to evidence the Rail Car Lease Agreement dated as of February 16, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and RAILTEX SERVICE COMPANY, INC., a Texas 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 locomotive, more fully described in Attachment A hereto (the "Unit"). Lessee leased from Lessor all the Unit at the rentals and upon the terms and conditions provided in the Lease.

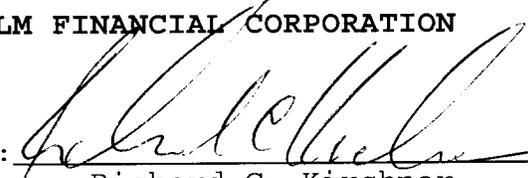
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease.

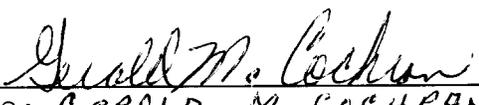
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

RAILTEX SERVICE COMPANY, INC.

By: 
Name: Richard C. Kirchner
Title: President

By: 
Name: GERALD M. COCHRAN
Title: Chief Mechanical Officer

CM

ATTACHMENT A

To the Memorandum of Locomotive Lease Agreement dated as of February 16, 1995 between Helm Financial Corporation and Railtex Service Company, Inc.

Equipment Description:

One (1), 1,500 HP SW1500 locomotive manufactured by General Motors Corporation (Electro-Motive Division) in 1972.

Unit Number:

SP 2656

CM

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On November 7, 1995, before me, Emma S. Ortega, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL 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.

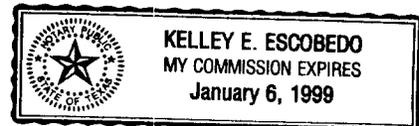
Emma Susan Ortega
SIGNATURE OF THE NOTARY

STATE OF TEXAS)
) S
COUNTY OF BEXAR)

On this 16th day of February, 1995, before me personally appeared Gerald M. Schwan, to me personally known, who, being by me duly sworn says that he is Chief Mechanical Officer of **RAILTEX SERVICE COMPANY, 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.

Kelley E. Escobedo
Notary Public

My Commission Expires: January 6, 1999



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