

# HELM FINANCIAL CORPORATION

3  
One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

## VIA AIR COURIER

January 4, 1996

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

19874  
CORPORATION NO. 123456789  
JAN 4 1996 12 14 PM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of July 21, 1995 between the following parties:

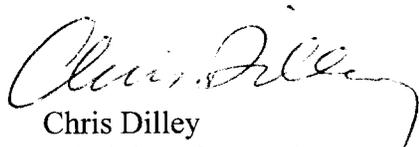
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Wisconsin Central Ltd. 6250 North River Road, Suite 900 Rosemont, IL 60018

The equipment involved in this transaction is as follows:

Equipment: Eighty-nine (89), 3,400 plus cubic foot capacity, 3-pocket, coal hopper railcars (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  
Enclosure

MEMORANDUM OF  
RAIL CAR LEASE AGREEMENT

19874  
RECEIVED  
NOV 22 1995  
COMMERCIAL COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is made as of July 21, 1995 is intended to evidence the Rail Car Lease Agreement dated as of July 21, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and WISCONSIN CENTRAL, LTD., a Wisconsin 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 eighty-nine (89) open top coal hopper, more fully described in Attachment 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.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

WISCONSIN CENTRAL, LTD.

CM By: [Signature]  
Name: Richard C. Kirchner  
Title: President  
Date: 12-13-95

By: [Signature]  
Name: TF Power Jr.  
Title: FVP - CFO  
Date: 12/5/95

CM

ATTACHMENT A

To the Memorandum of Rail Car Lease Agreement made as of July 21, 1995 between Helm Financial Corporation and Wisconsin Central Ltd.

Equipment Description:

Eighty-nine (89), 3,400 plus cubic foot capacity, 3-pocket, coal hopper railcars with 100-ton trucks and 30 degree slope sheets.

Reporting Mark & Numbers:

1	HLMX	1660	31	HLMX	87653	61	HLMX	588031
2	HLMX	16332	32	HLMX	87654	62	HLMX	588200
3	HLMX	16340	33	HLMX	87657	63	HLMX	588452
4	HLMX	16342	34	HLMX	87658	64	HLMX	588697
5	HLMX	33004	35	HLMX	87672	65	HLMX	588816
6	HLMX	33008	36	HLMX	87681	66	HLMX	589151
7	HLMX	33016	37	HLMX	87690	67	HLMX	589384
8	HLMX	33028	38	HLMX	87707	68	HLMX	589550
9	HLMX	33035	39	HLMX	87714	69	HLMX	589643
10	HLMX	33039	40	HLMX	87726	70	HMJX	17131
11	HLMX	33047	41	HLMX	87727	71	HMJX	17138
12	HLMX	33055	42	HLMX	87743	72	HMJX	17157
13	HLMX	33058	43	HLMX	87748	73	HMJX	17159
14	HLMX	33059	44	HLMX	87749	74	HMJX	17166
15	HLMX	33060	45	HLMX	87753	75	HMJX	17169
16	HLMX	33065	46	HLMX	87760	76	HMJX	17183
17	HLMX	33067	47	HLMX	87766	77	HMJX	17194
18	HLMX	33069	48	HLMX	87773	78	HMJX	87170
19	HLMX	33073	49	HLMX	87795	79	HMJX	87189
20	HLMX	87600	50	HLMX	87796	80	HMJX	87198
21	HLMX	87606	51	HLMX	87799	81	HMJX	87203
22	HLMX	87614	52	HLMX	540544	82	HMJX	87294
23	HLMX	87617	53	HLMX	540586	83	HMJX	87299
24	HLMX	87621	54	HLMX	540682	84	HMJX	87335
25	HLMX	87623	55	HLMX	540687	85	HMJX	87375
26	HLMX	87624	56	HLMX	582434	86	HMJX	87462
27	HLMX	87625	57	HLMX	587840	87	HMJX	87468
28	HLMX	87632	58	HLMX	587877	88	HMJX	87492
29	HLMX	87645	59	HLMX	587978	89	HMJX	586927
30	HLMX	87651	60	HLMX	588022			

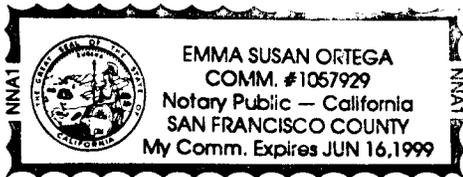
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On December 13, 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 WISCONSIN)

COUNTY OF COOK ) §

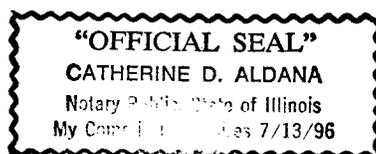
On this 6TH day of DECEMBER, 1995, before me personally appeared T. F. POWER, to me personally known, who, being by me duly sworn, says that he is EVP - CFO of **WISCONSIN CENTRAL LTD.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine D. Aldana

Notary Public

My Commission Expires: (7-13-96)

[Notarial Seal]



*cm*