

486

HELM

FINANCIAL CORPORATION

One Embarcadero Center - San Francisco, CA 94111

415/398-4510

July 24, 1992

17901
RECORDATION NO. FILED 1435

JUL 28 1992 - 2 55 PM

INTERSTATE COMMERCE COMMISSION
2-210A05C

JUL 28 2 58 PM '92
NOTION OPERATING UNIT

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

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of July 17, 1992 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Chicago and North Western Transportation Company One Northwestern Center Chicago, IL 60606

The equipment involved in this transaction is as follows:

Equipment:	Eighteen (18) Raised Roof Boxcars (See Annex A for Car Numbers)
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Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,



Sharon L. Van Fossan
Contract Administrator

svf
Enclosures (2)

REGISTRATION NO. 17901 FILED 1448

JUL 28 1992 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

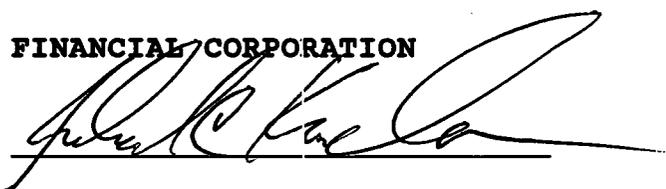
MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of December 23, 1991 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Chicago and North Western Transportation Company, a Delaware 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. The Lessor has the right to lease the boxcars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 17th day of July, 1992.

LESSOR

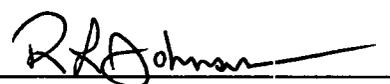
HELM FINANCIAL CORPORATION

By: 

Title: President

LESSEE

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By: 

Title: VP - EQUIPT. AND CUST. SVC.

ANNEX A

to

Lease of Railroad Equipment

Dated as of December 23, 1991

Group A

<u>Equipment Description</u>	<u>Equipment Numbers</u>
Eleven (11) 60' 100-ton raised roof boxcars	CNW 530000 - 530010

Group B

<u>Equipment Description</u>	<u>Equipment Numbers</u>
Seven (7) 60' 100-ton raised roof boxcars	CNW 530011 - 530017

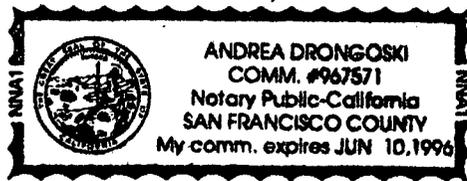
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 17 day of July, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]



STATE OF ILLINOIS)
) S
COUNTY OF COOK)

On this 22nd day of June, 1992, before me personally appeared R. L. JOHNSON, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of **CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY**, 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.

Judith A. Simon
Notary Public

My Commission Expires: 6-7-93

[Notarial Seal]

