

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

July 24, 1992

RECORDATION NO 17903 FILED 1425

JUL 28 1992 - 2:55 PM

INTERSTATE COMMERCE COMMISSION

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 May 28, 1992 between the following parties:

Lessor: Helm-Pacific Leasing, a Nebraska Joint Venture

Helm-Pacific Corporation, its Joint Venturer  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

and

Union Pacific Venture Leasing Corporation, its Joint Venturer  
1416 Dodge Street  
Omaha, NE 68179

Lessee: Indiana Harbor Belt Railroad Company  
2721 161st Street  
Hammond, Indiana 46325

The equipment involved in this transaction is as follows:

Equipment: Thirteen (13) Coil Steel Railcars (See Schedule A for Car Numbers)

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)

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 May 28, 1992 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and Indiana Harbor Belt Railroad Company, an Indiana 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 covered hoppers, more fully described in Schedule 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 28<sup>th</sup> day of May 1992.

LESSOR

HELM-PACIFIC LEASING

By: Helm-Pacific Corporation  
its joint venturer

By: [Signature]  
Title: President

By: Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

By: D. Chaveler Lewis  
Title: President

LESSEE

INDIANA HARBOR BELT RAILROAD  
COMPANY

*Approved  
as to form  
R. S. [Signature]*

By: [Signature]  
Title: C. H. ALIEN  
GENERAL MANAGER

**SCHEDULE A**

to

**Memorandum of Lease of Railroad Equipment**

**Dated as of May 28, 1992**

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 ton coil steel cars, built by Thrall in 1969, 1977 and 1981	13	IHB 950016 IHB 950054 IHB 950070 IHB 950079 IHB 950098 IHB 950112 IHB 950113 IHB 950115 IHB 950153 IHB 950169 IHB 950170 IHB 950171 IHB 950208

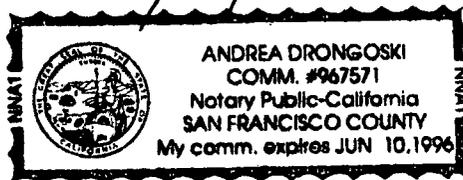
STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 9 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-PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Andrea Drongoski  
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]

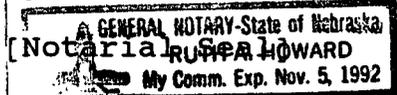


STATE OF NEBRASKA )  
 ) S  
COUNTY OF DOUGLAS )

On this 9 day of June, 1992, before me personally appears D. Charles Howard, to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING CORPORATION, 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 as a joint venture partner of Helm-Pacific Leasing.

Paul G. Howard  
Notary Public

My Commission Expires: 11/5/92



STATE OF Indiana )  
 ) S  
COUNTY OF Lake )

On this 28<sup>th</sup> day of May, 1992, before me personally appears C. W. Allen, to me personally known, who being by me duly sworn says that he is a General Manager of **INDIANA HARBOR BELT RAILROAD 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.

Diane R. Pender  
Notary Public

My Commission Expires: DIANE R. PENDER  
NOTARY PUBLIC STATE OF INDIANA  
LAKE COUNTY  
MY COMMISSION EXP. SEPT 19, 1994

[Notarial Seal]