

# Taylor, Morell & Gitomer

April 5, 1993

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919 18th St., N.W.  
Washington, DC 20006  
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18186

APR 5 1993 2:55 PM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

3-095A051

Dear Secretary Strickland:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. 11303.

The document is a Bill of Sale, a primary document, dated as of September 30, 1992.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller:

St. Louis Southwestern Railway Company  
One Market Plaza  
San Francisco, CA 94105

Buyer:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by the document consists of 25 SD-45-2 diesel-electric locomotives numbered SSW 9273, 9276, 9282, 9287, 9288, 9294, 9298, 9299, 9300, 9372, 9373, 9375, 9378, 9381, 9385, 9387, 9391, 9392, 9395, 9396, 9400, 9401, 9402, 9403, and 9404, which have been renumbered SP 9273, 9276, 9282, 9287, 9288, 9294, 9298, 9299, 9300, 9372, 9373, 9375, 9378, 9381, 9385, 9387, 9391, 9392, 9395, 9396, 9400, 9401, 9402, 9403, and 9404, respectively.

A fee of \$16.00 is enclosed. Please return the original to:

*Counterparts - Jenie S. Holzer*

APR 5 3 30 PM '93  
NOTICE OF RECEIPT

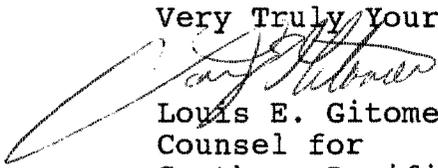
Honorable Sidney L. Strickland, Jr.  
April 5, 1993  
Page 2

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

A short summary of the document to appear in the index follows:

A Bill of Sale, dated September 30, 1992, between St. Louis Southwestern Railway Company, One Market Plaza, San Francisco, CA 94105, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 25 SD-45-2 diesel-electric locomotives numbered SSW 9273, 9276, 9282, 9287, 9288, 9294, 9298, 9299, 9300, 9372, 9373, 9375, 9378, 9381, 9385, 9387, 9391, 9392, 9395, 9396, 9400, 9401, 9402, 9403, and 9404, which have been renumbered SP 9273, 9276, 9282, 9287, 9288, 9294, 9298, 9299, 9300, 9372, 9373, 9375, 9378, 9381, 9385, 9387, 9391, 9392, 9395, 9396, 9400, 9401, 9402, 9403, and 9404, respectively.

Very Truly Yours,



Louis E. Gitomer  
Counsel for  
Southern Pacific  
Transportation Company

APR 10 1992 3:55 PM

**BILL OF SALE**

INTERESTING DOCUMENTS COLLECTION

In consideration of one dollar (\$1.00) and other valuable consideration, receipt of which is hereby acknowledged, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY ("Seller"), a Missouri corporation hereby sells, transfers and delivers (in place) to SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Seller"), a Delaware corporation ("Seller"), twenty-five (25) Locomotives listed on Exhibit A hereto of limited utility and in need of substantial repairs and parts replacement.

The term "Locomotives" includes each Locomotive and all the appurtenances, additions and parts thereon.

SAID LOCOMOTIVES ARE SOLD AS IS IN THEIR PRESENT LOCATION WITH ALL FAULTS. NO WARRANTY, EXPRESS OR IMPLIED, IS MADE BY SELLER AS TO THE CONDITION OR MERCHANTABILITY OF SAID LOCOMOTIVES OR THE FITNESS FOR ANY PARTICULAR PURPOSE THEREOF FOR USE OR OTHERWISE OR FOR THEIR COMPLIANCE WITH FEDERAL RAILROAD ADMINISTRATION REGULATIONS.

Seller covenants that it is the lawful owner of said Locomotives and that each Locomotive is free and clear of any liens or encumbrances.

IN WITNESS WHERE, Seller has signed these presents this 30<sup>th</sup> day of September, 1992.

**ST. LOUIS SOUTHWESTERN RAILWAY COMPANY**

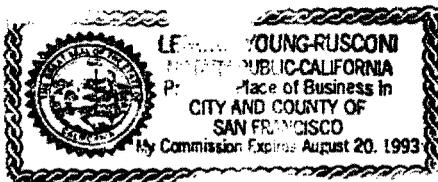
By *E. S. Brady*

Attest: *A. F. O'Donnell*  
Secretary

STATE OF CALIFORNIA )  
 ) ss.  
CITY AND COUNTY OF SAN FRANCISCO )

On this 30<sup>th</sup> day of September, in the year 1992 before me *Lenora Young-Rusconi* a Notary Public in and for the City and County of San Francisco, State of California, personally appeared \_\_\_\_\_ personally known to me to be the person who executed the within instrument on behalf of the Corporation therein named and acknowledged to me that the Corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City and County of San Francisco, the day and year in this certificate first above written.



*Lenora Young-Rusconi*  
Notary Public in and for the City and County  
San Francisco, State of California

EXHIBIT A

Twenty-five (25) Diesel-Electric locomotives, Model SD45-2, manufactured by General Motors Electro-Motive Division, originally lettered and numbered as shown in the column titled "ORIGINAL NUMBERS" and relettered and renumbered, respectively as shown in the column titled "NEW NUMBERS" as follows:

<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
SSW 9273	SP 9273
SSW 9276	SP 9276
SSW 9282	SP 9282
SSW 9287	SP 9287
SSW 9288	SP 9288
SSW 9294	SP 9294
SSW 9298	SP 9298
SSW 9299	SP 9299
SSW 9300	SP 9300
SSW 9372	SP 9372
SSW 9373	SP 9373
SSW 9375	SP 9375
SSW 9378	SP 9378
SSW 9381	SP 9381
SSW 9385	SP 9385
SSW 9387	SP 9387
SSW 9391	SP 9391
SSW 9392	SP 9392
SSW 9395	SP 9395
SSW 9396	SP 9396
SSW 9400	SP 9400
SSW 9401	SP 9401
SSW 9402	SP 9402
SSW 9403	SP 9403
SSW 9404	SP 9404

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated September 30, 1992, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
April 5, 1993

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

June 29, 1993

3-181A015  
RECORDATION NO. 18286  
FILED 1993

JUN 30 1993 2:55 PM

INTERSTATE COMMERCE COMMISSION

JUN 30 2 29 PM 1993  
MAUREEN KRIEG

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 20, 1993 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

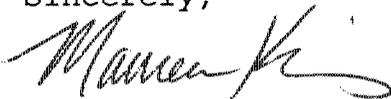
Lessee: Indiana Harbor Belt Railroad Company  
2721 161st Street  
Hammond, Indiana 46323-1099

The equipment involved in this transaction is as follows:

Equipment: Twenty-five (25) Gondola 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,



Maureen Krieg  
Contract Administrator

mek  
Enclosures (2)

JUN 30 1993 2-55 PM

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of May 20, 1993 is intended to evidence the Lease of Railroad Equipment, dated as of May 20, 1993 (the "Lease") between Helm Financial Corporation, a California corporation (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. Lessor has the right to Lease the railcars more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

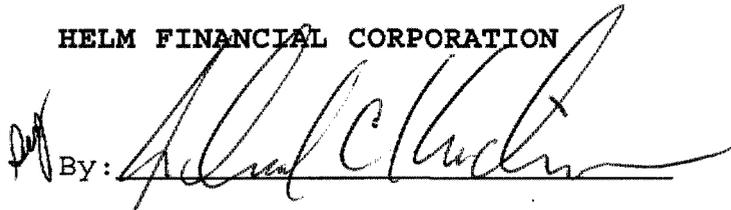
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

INDIANA HARBOR BELT RAILROAD  
COMPANY

By: 

By: 

Title: President

Title: C. H. ALLEN  
GENERAL MANAGER

Date: June 1, 1993

Date: JUN 31 1993

**SCHEDULE A**

**To the Memorandum of Lease of Railroad Equipment**

**Dated May 20, 1993**

**Equipment Description:**

Twenty-five (25), 2,000 cubic foot, 100-ton, gondola railcars.

**Unit Numbers:**

IHB 750-774

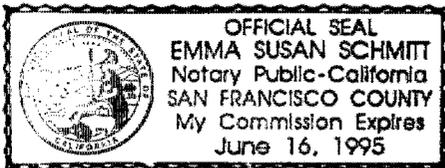
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On June 01, 1993, before me, Emma S. Schmitt-Notary Public 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 Schmitt  
SIGNATURE OF THE NOTARY

STATE OF INDIANA )  
 ) §  
COUNTY OF LAKE )

On this 21<sup>st</sup> day of May, 1993, before me personally appears CHallen, to me personally known, who being by me duly sworn says that he is 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. Perle  
Notary Public

DIANE R. PERLE  
NOTARY PUBLIC STATE OF INDIANA  
LAKE COUNTY  
MY COMMISSION EXPIRES SEPT 19, 1998

My Commission Expires:

[Notarial Seal]