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RECORDATION NO 16743 FILED 1025

JAN 29 1990 -9 45 AM

INTERSTATE COMMERCE COMMISSION

January 29, 1990

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of January 16, 1990, between the following parties:

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

Lessee: Montana Talc Company,
Joint Venture of Nicor Minerals

The equipment involved in this transaction is as follows:

Equipment: 10, 60' 100-ton Boxcars
See Exhibit A for Car #

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

Mary A Oster

FILED

Interstate Commerce Commission
Washington, D.C. 20423

1/30/90

OFFICE OF THE SECRETARY

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt Airy, Maryland 21771

Dear Mrs. Oster:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/29/90 at 9:45am, and assigned recordation number(s). 16743 & 15622-E

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

JAN 29 1990 -9 45 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of JANUARY 1, 1990 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and THE MONTANA TALC COMPANY, a joint venture of NICOR MINERALS VENTURES INC., an Illinois corporation and MERIDIAN MINERALS COMPANY, a Montana Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of the insulated boxcars more fully described in Exhibit A hereto (the "Railcars"). The Lessee leased from the Lessor all the Railcars 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 16th day of JANUARY, 1990.

"Lessor"

HELM FINANCIAL CORPORATION

By: [Signature]

Title: PRESIDENT

"Lessee"

THE MONTANA TALC COMPANY
NICOR MINERALS VENTURES, INC.
Managing Partner

By: [Signature]

Title: Vice President

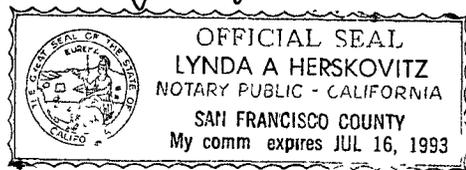
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 16th day of JANUARY, 1990, 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.

Lynda Herskovitz
Notary Public

My Commission Expires: July 16, 1993

[Notarial Seal]



STATE OF Montana)
) S
COUNTY OF Madison)

On this 5 day of January, 1990, before me personally appeared Tim Watrud, to me personally known, who, being by me duly sworn, says that he is Vice President of THE MONTANA TALC 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.

Carole Carberry
Notary Public

My Commission Expires: 4-28-92

[Notarial Seal]

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EXHIBIT A

Montana Talc Company, a Joint Venture of Nicor Minerals Ventures, Inc. and Meridian Minerals Company hereby leases the following railcars pursuant to that certain Lease Agreement dated as of January 1, 1990.

<u>No. of Cars</u>	<u>Description</u>	<u>Car Numbers</u>	<u>Casualty Value</u>
10	60', 100 ton insulated boxcars with interior bulkheads	HLMX 8805 8807 8815 8822 8856 8861 8864 8876 8891 8899	<hr/>

HELM FINANCIAL CORPORATION

By

Title

[Signature]
PRESIDENT

MONTANA TALC COMPANY
NICOR MINERALS VENTURES, INC.
Managing Partner

By

Title

[Signature]
Vice President