

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

\$130.00

RECORDATION NO **16937** FILED 1425

JUL 19 1990 - 11 40 AM

VIA AIR COURIER

INTERSTATE COMMERCE COMMISSION

0-200A003

July 15, 1990

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

JUL 19 11 47 AM '90

Dear Ms. Lee:

Enclosed are Three (3) Memorandums of Lease dated as of May 18, 1990 between the following parties:

Lessor: Helm Locomotive Leasing
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

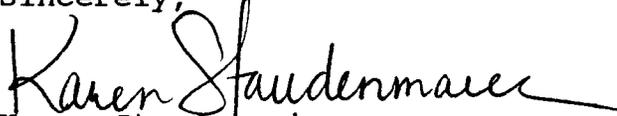
Lessee: Grand Trunk Western Railroad Company
1333 Brewery Park Blvd.
Detroit, MI 48207-26899

The equipment involved in this transaction is as follows:

Equipment: Eight (8) SD40-2 Locomotives
See Annex A for Car Numbers

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

Sincerely,


Karen Staudenmaier
Fleet Operations Administrator

KS:po
Enclosures

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Interstate Commerce Commission
Washington, D.C. 20423

7/20/90

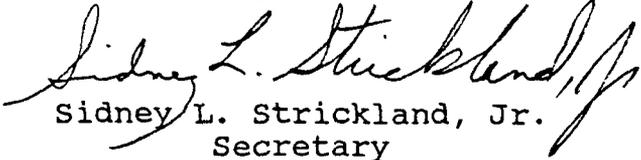
OFFICE OF THE SECRETARY

Karen StaudenMaier
Helm Financial Corporation
One Embarcadero Center
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/19/90 at 11:40am, and assigned recordation number(s) .16937 & 16668-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

JUL 19 1990 -11 40 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of April 13, 1990 (the "Lease") between Helm Locomotive Leasing, a Michigan joint venture (the "Lessor"), and Grand Trunk Western Railroad Company, a Michigan 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 is the owner of eight (8) SD40-2 locomotives, 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 18th day of May.

LESSOR

HELM LOCOMOTIVE LEASING

ATTEST:

John Flannery

Title: Vice President - Finance
Helm Equipment Leasing
Corporation, its Joint Venturer

By:

David R. Edwards

Title: Executive Vice President
Helm Equipment Leasing
Corporation, its Joint Venturer

LESSEE

GRAND TRUNK WESTERN RAILROAD COMPANY

ATTEST:

J.P. Selang

Title: *Asst. Secretary*

By:

Bonnie Rupp

Title: *Treasurer*

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of April 13, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>		
General Motors SD40-2, 3000 horsepower diesel electric locomotives	8		<u>OLD</u>	<u>NEW</u>
		UP	4173	GT 5930
			4174	5931
			4177	5932
			4178	5933
			4180	5934
			4182	5935
			4192	5936
	4196	5937		

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 10th day of July, 1990, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of HELM EQUIPMENT LEASING 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.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993



[Notarial Seal]

STATE OF MICHIGAN)
) §
COUNTY OF WAYNE)

On this 6th day of July, 1990, before me personally appeared Bonnie Reyes, to me personally known, who, being by me duly sworn, says that she is Treasurer of Grand Trunk Western Railroad, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Valerie D. Hairston
Notary Public

VALERIE D. HAIRSTON
NOTARY PUBLIC - WAYNE COUNTY, MICH.
MY COMMISSION EXPIRES 3-8-93

My Commission Expires: 3-8-93

[Notarial Seal]