

1-084A002

OSTER

Researching Services

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17261

REGISTRATION NO. FILED 1991

MAR 25 1991 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

March 25, 1991

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 March 21, 1991, between the following parties:

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

Lessee: Trains Unlimited, Inc.
501 Sycamore Street, #200
Waterloo, Iowa 50704

The equipment involved in this transaction is as follows:

Equipment: 2, 1500 HP GP-7 Locomotives
#2066, 2067

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

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

C. A. ... Mary Ann Oster

MAR 25 9 42 AM '91

Interstate Commerce Commission
Washington, D.C. 20423

3/25/91

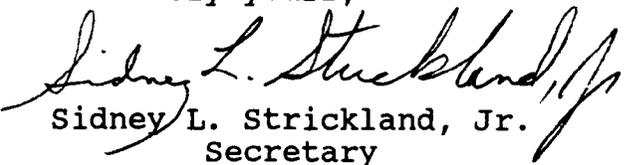
OFFICE OF THE SECRETARY

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

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 3/25/91 at 9:50am, and assigned recordation number(s). 17261

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of April 1, 1991 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Trains Unlimited, Inc., an Iowa 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 the 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 21st day of March, 1991.

LESSOR

HELM FINANCIAL CORPORATION

By:

Title:

ATTEST:

Allen Adams
Title: Asst Secretary

By: *Fred S. Tan*
Title: President

LESSEE

TRAINS UNLIMITED, INC.

By:

Title:

ATTEST:

Michael S. West
Title: _____

By: *Fred S. Tan*
Title: PRESIDENT

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of April 1, 1991

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
EMD 1500 HP	2	2066
GP-7 Locomotives		2067

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 21st day of March, 1991, 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.

Karen Staudenmaier

Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF IOWA)
) §
COUNTY OF LINN)

On this 11th day of March, 1991, before me personally appeared Fred S. Tanner, to me personally known, who, being by me duly sworn, says that he is President of Trains Unlimited, Inc., 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.

A. J. Nowak
Notary Public

My Commission Expires: 07/03/92

[Notarial Seal]

