

1-304A033

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

17577

RECORDATION NO \_\_\_\_\_ FILED 1425

October 30, 1991

OCT 31 1991 2 55 PM

INTERSTATE COMMERCE COMMISSION

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

OCT 31 2 50 PM '91  
RECORDATION UNIT

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of October 18, 1991 between the following parties:

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

Lessee: Southrail Corporation/MidSouth Corporation  
111 East Capital Street Suite 500  
Jackson, MS 39201

The equipment involved in this transaction is as follows:

Equipment: (50) Woodchip Hoppers  
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$16 is enclosed. Thank you.

Sincerely,

Karen Rahnasto  
Fleet Operations Administrator

KR\tw  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/1/91

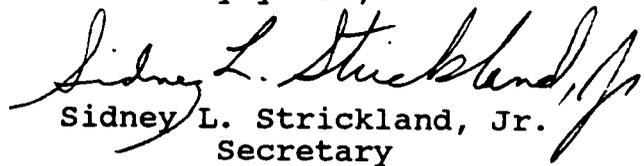
OFFICE OF THE SECRETARY

Karen Rahmasto  
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 10/31/91 at 2:55pm , and assigned recordation number(s). 17577

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17577

REGISTRATION NO. \_\_\_\_\_ FILED

OCT 31 1991 2 55 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Storage and Use Agreement, dated as of October 18, 1991 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and SouthRail Corporation, a Delaware 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 woodchip hopper railcars, more fully described in Exhibit 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 18<sup>th</sup> day of October.

**OWNER**

**HELM FINANCIAL CORPORATION**

ATTEST:

\_\_\_\_\_  
Title: \_\_\_\_\_

By: [Signature]  
Title: \_\_\_\_\_

**LESSEE**

**SOUTHRAIL CORPORATION**

ATTEST:

[Signature]  
Title: SIR. CAR ACCOUNTING

By: [Signature]  
Title: VP-Chief Marketing Officer

**LESSEE**

**MIDSOUTH CORPORATION**

ATTEST:

[Signature]  
Title: SIR. CAR ACCOUNTING

By: [Signature]  
Title: VICE PRESIDENT

**EXHIBIT A**

Memorandum of

Lease of Railroad Equipment

Dated \_\_\_\_\_

Equipment Description

Equipment Numbers

5,400 cubic foot, roller  
bearing, 70 ton capacity  
wood chip hoppers manufactured  
by Bethlehem Steel Company  
between 1959 and 1965

SR 30001 -30050

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 9th day of October, 1991, before me personally appeared Richard C. Kirchner 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 MISSISSIPPI )  
 ) S  
COUNTY OF HINDS )

On this 2nd day of October, 1991, before me personally appeared Timothy J. Legler, to me personally known, who, being by me duly sworn, says that he is VP+CMO of South Rail Corp., 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.

Donna R May  
Notary Public

My Commission Expires:

My Commission Expires May 9, 1992

[Notarial Seal]

