

HELM FINANCIAL CORPORATION

1-308A026

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

November 1, 1991

17580

RECORDED BY _____ FILED 100

NOV 4 1991 -10 50 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Enclosed are Memorandums of Lease of Railroad Equipment dated as of September 25, 1991 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center 35th Floor
San Francisco, CA 94111

Lessee: Kansas City Southern Railway
114 West 11th Street
Kansas City, Missouri 64105-1804

The equipment involved in this transaction is as follows:

Equipment: 196 Pulpwood Cars
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

Karen Rahnasto
Fleet Operations Administrator

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/4/91

OFFICE OF THE SECRETARY

Karen Rahmasto
Fleet Operations Adminst.
Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

Dear Ms. Rahmasto:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/4/91 at 10:50am, and assigned recordation number(s). 17580 & 17579

Sincerely yours,

Sidney L. Strickland, Jr.
Sidney L. Strickland, Jr.
Secretary

*Please staple your documents together
or I will have to return them
to you.
Ms Lee*

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

NOV 4 1991 -10 50 AM

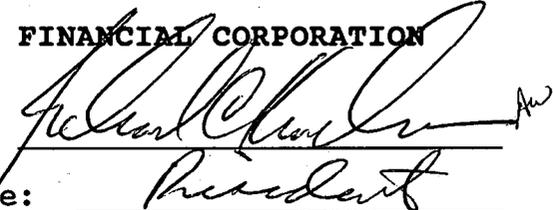
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of May 15, 1968 (the "Lease") between Helm Financial Corporation, a California corporation as successor to Woodland Car Corporation in accordance with an Assignment of Lease dated December 30, 1988 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri 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 Nine (9) Caboose Cars and One Hundred Ninety-Six (196) Pulpwood Cars, 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 25th day of September 1991.

LESSOR

HELM FINANCIAL CORPORATION

By: 

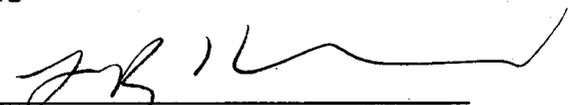
Title: President

ATTEST:

Title: _____

LESSEE

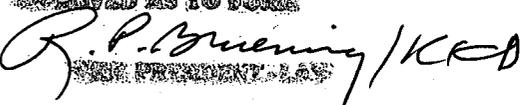
KANSAS CITY SOUTHERN RAILWAY
COMPANY

By: 

Title: Sr. Vice Pres/coo

ATTEST:

Title: _____

~~APPROVED AS TO FORM~~

~~LEGAL REPRESENTATIVE~~

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of _____

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
Stainless Steel Caboose Cars	9	KCS 333-342
125-ton Pulpwood Cars	196	KCS 601004-602990

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

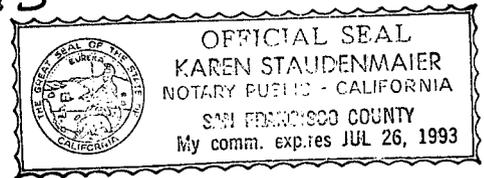
On this 29th day of October, 1991, before me personally appeared Richard C. Kochman, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the 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 Missouri)
) S
COUNTY OF Jackson)

On this 25 day of September, 1991, before me personally appeared L.P. PARSONS, to me personally known, who, being by me duly sworn, says that he is Gen. Manager/COO of Kansas City Southern Railway Co., 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.

Martha Mueller
Notary Public

MARTHA MUELLER
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 17, 1993

My Commission Expires:

May 17, 1993

[Notarial Seal]

