

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

November 25, 1991

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

RECORDATION NO **17606** FILED 1425

NOV 26 1991 -2 22 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a memorandum of Lease of Railroad Equipment dated as of May 1, 1990 between the following parties:

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

Lessee: New Hampshire and Vermont Railroad Company  
RFD #1 Stafford Avenue, Box 790  
Morrisville, VT 05661

The equipment involved in this transaction is as follows:

Equipment: (83) Boxcars  
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

17606  
RECORDATION NO. FILED 1991

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

NOV 26 1991 2:15 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of September 30, 1990 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and New Hampshire and Vermont Railroad Company, a Florida 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 boxcars, 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 \_\_\_\_\_ day of May 1, 1991.

LESSOR

HELM FINANCIAL CORPORATION

By: [Signature] AW

Title: President

LESSEE

NEW HAMPSHIRE AND VERMONT  
RAILROAD COMPANY

By: [Signature]

Title: President

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 20~~th~~ day of November, 1991, before me personally appeared Richard C. Kirchmaier 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 VERMONT )  
 ) S  
COUNTY OF Lamoille )

On this 7th day of November, 1991, before me personally appeared Clyde S. Forbes, to me personally known, who, being by me duly sworn, says that he is President of New Hampshire and Vermont Railroad, 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.

Alberta B. Goodrich  
Notary Public

My Commission Expires: Feb. 10, 1995

[Notarial Seal]

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of September 30, 1991

Quantity and Equipment Description

Eighty-three (83) 50'6" 70 ton rigid XM boxcars

Car Numbers

NHVT 401001	NHVT 401069	NHVT 401119	NHVT 401161
NHVT 401006	NHVT 401070	NHVT 401127	NHVT 401162
NHVT 401014	NHVT 401071	NHVT 401130	NHVT 401166
NHVT 401024	NHVT 401072	NHVT 401131	NHVT 401169
NHVT 401028	NHVT 401074	NHVT 401132	NHVT 401172
NHVT 401029	NHVT 401075	NHVT 401133	NHVT 401178
NHVT 401034	NHVT 401076	NHVT 401136	NHVT 401181
NHVT 401036	NHVT 401077	NHVT 401137	NHVT 401185
NHVT 401040	NHVT 401078	NHVT 401138	NHVT 401186
NHVT 401043	NHVT 401079	NHVT 401140	NHVT 401188
NHVT 401046	NHVT 401081	NHVT 401144	NHVT 401189
NHVT 401049	NHVT 401085	NHVT 401145	NHVT 401192
NHVT 401050	NHVT 401086	NHVT 401146	NHVT 401193
NHVT 401052	NHVT 401088	NHVT 401148	NHVT 401194
NHVT 401054	NHVT 401089	NHVT 401150	NHVT 401195
NHVT 401056	NHVT 401090	NHVT 401151	NHVT 401197
NHVT 401058	NHVT 401091	NHVT 401152	NHVT 401198
NHVT 401060	NHVT 401092	NHVT 401155	
NHVT 401063	NHVT 401093	NHVT 401156	
NHVT 401064	NHVT 401095	NHVT 401157	
NHVT 401066	NHVT 401103	NHVT 401159	
NHVT 401067	NHVT 401117	NHVT 401160	