

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA TELECOPY

January 30, 1992

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

2-030A0557688

17688

JAN 30 1992 -2 30 PM

INTERSTATE COMMERCE COMMISSION

JAN 30 2 16 PM '92
RECORDATIONS UNIT

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of September 6, 1991 between the following parties:

Lessor: Helm Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Lessee: Kansas City Southern Railway
114 West 11th Street
Kansas City, MO 64105

The equipment involved in this transaction is as follows:

Equipment: 186 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,

Susan C. Stott
Director of Operations

SCS/tw
Enclosures

Handwritten signature: Dan Kelly

Interstate Commerce Commission
Washington, D.C. 20423

1/30/92

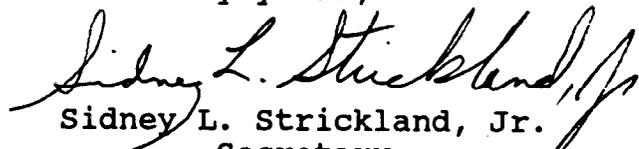
OFFICE OF THE SECRETARY

Susan C. Scott
Director Of Operations
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 1/30/92 at 2:20pm, and assigned recordation number(s). 17688

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17688

JAN 30 1992 -2 30 PM

MEMORANDUM OF INTERSTATE COMMERCE COMMISSION
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of July 27, 1991 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and 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 has the right to lease the boxcars, more fully described in Schedule 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 6th day of September 1991.

LESSOR

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

By: [Signature]
Title: President

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: [Signature]
Title: PRESIDENT

LESSEE

KANSAS CITY SOUTHERN RAILWAY COMPANY

By: [Signature]
Title: SR. VICE PRES / COO

APPROVED AS TO FORM
[Signature] / RFD
VICE PRESIDENT - I.C.C.

SCHEDULE A

to

Memorandum of Lease of Railroad Equipment

Dated as of July __, 1991

GROUP A

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
60 foot, 100-ton, cushioned, all steel interior boxcars	100	KCS 758000 - 758099

GROUP B

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
60 foot, 100-ton, cushioned, all steel interior boxcars	86	KCS 758100 - 758185

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 31st day of December, 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 PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF NEBRASKA)
) §
COUNTY OF DOUGLAS)

On this 6th day of September, 1991, before me personally appears Charles L. Smith, to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING CORPORATION, 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 as a joint venture partner of Helm-Pacific Leasing.

Ruth A. Howard
Notary Public

My Commission Expires: 11/5/92

