

RECORDATION NO. 17757-A FILED 1428

DONELAN, CLEARY, WOOD & MASER, P.C.

JUL 19 1995 12 53 AM

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WASHINGTON, D.C. 20005-3934

RECORDING COMMISSION

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

July 19, 1995

RECORDATION NO. 17757-A

0100699052

Dear Mr. Williams:

On behalf of Paducah & Louisville Railway, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Memorandum of Termination of Lease ("Termination").

The parties to the enclosed Termination are:

Helm Financial Corporation - LESSOR
One Embarcadero Center
San Francisco, CA 94111

Paducah & Louisville Railway, Inc. - LESSEE
1500 Kentucky Avenue
Paducah, Kentucky 42003

The enclosed Termination is a full termination of all right, title and interest of the parties in, to and under that certain Memorandum of Lease of Railroad Equipment, filed and recorded with the Interstate Commerce Commission under Recordation No. 17757 and the Termination should be recorded under the next available letter under Recordation No. 17757, which we believe is -A.

The equipment covered by the enclosed Termination is all equipment covered by the Memorandum of Lease of Railroad Equipment.

A short summary of the Termination to appear in the ICC Index is as follows:

"Full Termination of Lease."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the documents not needed for your files, together with the ICC letter/receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,
Allen H. Harrison Jr.

Allen H. Harrison, Jr.
Attorney for Paducah & Louisville Railway, Inc.

HONORABLE VERNON A. WILLIAMS
SECRETARY
OFFICE OF THE
RECEIVED

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures
BY HAND

JUL 19 12 26 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

8357-020

Counterparts - A.H. Harrison Jr.

17757-A

17757-A
JUL 19 1995 10:22 AM

MEMORANDUM OF TERMINATION OF LEASE JUL 19 1995 10:22 AM

THIS MEMORANDUM OF TERMINATION OF LEASE is made and entered into as of this 18th day of July, 1995, by and between HELM FINANCIAL CORPORATION, whose address is One Embarcadero Center, San Francisco, CA 94111 ("Helm") and PADUCAH & LOUISVILLE RAILWAY, INC., whose address is 1500 Kentucky Avenue, Paducah, KY 42003 ("P&L").

WITNESSETH:

1. Helm as Lessor, and P&L, as Lessee, were parties to a certain Lease Agreement, executed as of January 7, 1992, recorded at the Interstate Commerce Commission on March 27, 1992, under Recordation No. 17757 (the "Lease"). The Lease pertained to fifteen (15) gondolas rail cars, identified as PAL 20001 through 20015.
2. This Memorandum shall serve as notice that the term of the Lease has expired, was not extended and is considered as terminated in all respects. The parties agree that this Memorandum shall be recorded at the Interstate Commerce Commission.

IN WITNESS WHEREOF this Memorandum has been executed as of the date and year first above written.

HELM FINANCIAL CORPORATION

By: 

PADUCAH & LOUISVILLE RAILWAY, INC.

By: 

STATE OF CALIFORNIA

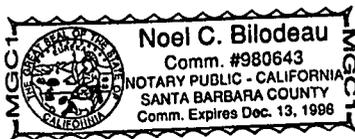
COUNTY OF SAN FRANCISCO

On July 13, 1995, before me, the undersigned
personally appeared Richard C. Kirchner, President of HELM
FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

STATE OF _____
COUNTY OF _____

The foregoing Memorandum was duly signed, sworn to, and acknowledged by _____, _____, on behalf of HELM FINANCIAL CORPORATION on this _____ day of July, 19__.

My commission expires: _____.

NOTARY PUBLIC

COMMONWEALTH OF KENTUCKY
COUNTY OF MCCRACKEN

The foregoing Memorandum was duly signed, sworn to, and acknowledged by A.V. Reek, President + CEO, on behalf of PADUCAH & LOUISVILLE RAILWAY, INC. on this 18th day of July, 1995.

My commission expires: 10-7-97.

Susan C. Rowan
NOTARY PUBLIC

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