

HELM
EQUIPMENT LEASING CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510

VIA AIR COURIER

RECORDATION NO. 18244 FILED 1425

May 20, 1993

MAY 21 1993 3:08 PM

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INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

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Dear Ms. Lee:

Enclosed is a Memorandum of Rental Agreement for Railroad Equipment dated as of March 15, 1993 between the following parties:

1425

Helm Equipment Leasing Corporation
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

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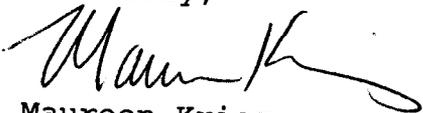
ECC International, Inc.
5775 Peachtree - Dunwoody Road, N.E.
Suite 200G
Atlanta, GA 30352

The equipment involved in this transaction is as follows:

Equipment: Seventy (70) Covered Hopper Railcars
(See Annex A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,



Maureen Krieg
Contract Administrator

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Enclosures (2)

Interstate Commerce Commission

Washington, D.C. 20423

5/24/93

OFFICE OF THE SECRETARY

MaureenKrieg

Contract Administrator

Helm Financial Corporation

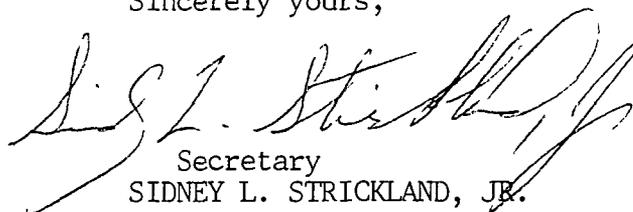
One Embarcadero Center

San Francisco, California 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 **5/21/93** at **3:05pm**, and assigned recordation number(s). **17784-A, 17860-A, 18244, 18245 18246 & 18246-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

APR 21 1993 8:06 PM

MEMORANDUM OF INTERSTATE COMMERCE COMMISSION
RENTAL AGREEMENT FOR RAILROAD EQUIPMENT

THIS MEMORANDUM OF RENTAL AGREEMENT FOR RAILROAD EQUIPMENT is made as of March 15, 1993 and is intended to evidence the Rental Agreement for Railroad Equipment, dated as of March 15, 1993 (the "Agreement") between HELM EQUIPMENT LEASING CORPORATION, a California corporation ("Helm"), and ECC INTERNATIONAL, INC., a Georgia corporation ("ECC"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Helm has the right to rent the seventy (70) covered hopper railcars, more fully described in Annex A hereto (the "Units"). ECC rents from Helm the Units at the rentals and upon the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, Helm and ECC, each pursuant to due authority, has executed this Memorandum of Rental Agreement on the date indicated below its signature.

HELM EQUIPMENT LEASING CORPORATION

ECC INTERNATIONAL, INC.

By: [Signature]

By: L. T. Bolden

Title: President

Title: Manager - Domestic Distribution

Date: April 7, 1993

Date: 4-1-93

ANNEX A

Memorandum of

Rental Agreement for Railroad Equipment dated March 15, 1993 between Helm Equipment Leasing Corporation and ECC International, Inc.

Equipment Description:

Seventy (70), 4000 cubic foot, 100-ton, 3-pocket covered hopper railcars with continuous trough hatches and twin 13" x 24" outlet gates; built by Pullman-Standard in 1973; each Unit to have applied a new interior lining and new exterior paint system.

Equipment Numbers:

HEQX 501-570

STATE OF CALIFORNIA

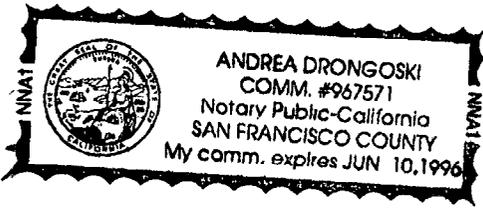
COUNTY OF SAN FRANCISCO

On April 7, 1993, before me, Andrea Drongoski personally appeared Richard C. Kirchner, President of HELM EQUIPMENT LEASING 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.



Andrea Drongoski
SIGNATURE OF THE NOTARY

STATE OF GEORGIA

COUNTY OF FULTON

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On this 1st day of April, 1993, before me personally appeared LT Bolden, to me personally known, who, being by me duly sworn, says that he is Mgr Domestic Distribution of ECC INTERNATIONAL, INC., 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.

Sharon Williams Penn
Notary Public



My Commission Expires:

Notary Public, Cherokee County, Georgia
My Commission Expires May 7, 1995.