

# HELM LOCOMOTIVE LEASING

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

September 2, 1993

18390

SEP 3 1993 -2 45 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of March 1, 1993 between the following parties:

Lessor: Grand Trunk Western Railroad  
Incorporated  
1333 Brewery Park Boulevard  
Detroit, MI 48207-2699

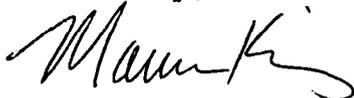
Lessee: Helm Locomotive Leasing  
By: Helm Equipment Leasing Corporation,  
its Joint Venturer  
c/o Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: Twenty-five (25) Boxcars (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

mek  
Enclosures (2)

18390

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of March 1, 1993 and is intended to evidence the Lease of Railroad Equipment, dated as of March 1, 1993 (the "Lease") between GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation ("Lessor"), and HELM LOCOMOTIVE LEASING, a joint venture of Domestic Three Leasing Corporation and Helm Equipment Leasing Corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the twenty-five (25) boxcars, more fully described in Annex A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

GRAND TRUNK WESTERN RAILROAD  
INCORPORATED

HELM LOCOMOTIVE LEASING

By: Helm Equipment Leasing  
Corporation, its Joint  
Venturer

By: *[Signature]*

By: *[Signature]*

Title: TREASURER

Title: President

Date: 7/15/93

Date: July 26, 1993

CA-78-7986

NO. 10000 1870  
*[Signature]*  
7/15/93

ANNEX A

To the Memorandum of the Lease of Railroad Equipment dated March 1, 1993 between Grand Trunk Western Railroad Incorporated and Helm Locomotive Leasing.

Equipment Description:

Twenty-five (25) 86'6", 70-ton, eight (8) door boxcars with aluminum plug doors and cushioned underframes; built by Pullman-Standard in 1965-1967.

Old Reporting Marks and  
Numbers for the Units

GTW 378025  
GTW 378058  
GTW 378060  
GTW 378073  
GTW 378076  
GTW 378121  
GTW 378128  
GTW 378135  
GTW 378137  
GTW 378141  
GTW 378151  
GTW 378174  
GTW 378185  
GTW 378192  
GTW 378194  
GTW 378195  
GTW 378202  
GTW 378208  
GTW 378210  
GTW 378215  
GTW 378216  
GTW 378229  
GTW 378235  
GTW 378242  
GTW 378244

New Reporting Marks and  
Numbers for the Units

MMRR 378025  
MMRR 378058  
MMRR 378060  
MMRR 378073  
MMRR 378076  
MMRR 378121  
MMRR 378128  
MMRR 378135  
MMRR 378137  
MMRR 378141  
MMRR 378151  
MMRR 378174  
MMRR 378185  
MMRR 378192  
MMRR 378194  
MMRR 378195  
MMRR 378202  
MMRR 378208  
MMRR 378210  
MMRR 378215  
MMRR 378216  
MMRR 378229  
MMRR 378235  
MMRR 378242  
MMRR 378244

