

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

18471  
NOV 15 1993 - 3 10 PM  
INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

November 12, 1993

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

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of October 11, 1993 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

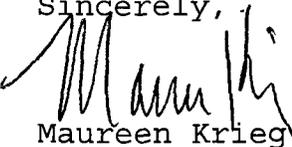
Lessee: Southern Illinois Railcar Company  
One Mark Twain Plaza, Suite 225  
Edwardsville, Illinois 62025

The equipment involved in this transaction is as follows:

Equipment: Fifty-five (55) Covered Hopper Railcars  
(See Schedule 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)

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

18471  
NOV 15 1993 - 3 10 PM  
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of October 11, 1993 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois 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. Lessor has the right to lease the fifty-five (55) covered hoppers, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all 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 corporate authority, has executed this Memorandum of Lease on the date indicated below its signature

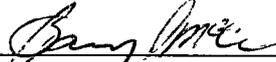
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SOUTHERN ILLINOIS RAILCAR COMPANY

By: 

By: 

Title: President

Title: VP Contracting

Date: 10/25/93

Date: 10/20/93

SCHEDULE A

Memorandum of

Lease of Railroad Equipment  
between Helm Financial Corporation and Southern Illinois Railcar  
Company, dated October 11, 1993

Equipment Description:

Fifty-five (55), 100 - ton, roller bearing, 4,740 cubic foot, three pocket covered hopper railcars equipped with twelve (12) 36" round hatches and gravity/gravity pneumatic gates suitable for the transport of grain products; built by Pullman Standard in 1966. ✓

Unit Number:

SIRX 474000 - 474054  
(inclusive)

STATE OF CALIFORNIA

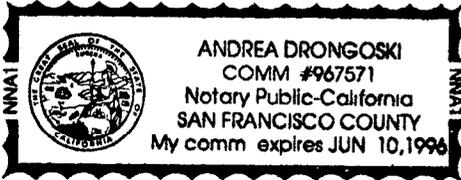
COUNTY OF SAN FRANCISCO

On Oct. 25, 1993, before me, Andrea Drongoski 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.



Andrea Drongoski  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Illinois )  
COUNTY OF Madison ) §

On this 20<sup>th</sup> day of October, 1993, before me personally appeared Barry S. McClure, to me personally known, who, being by me duly sworn, says that he is president of Southern Illinois Bailers Co, 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.

Christine M. Middleton  
Notary Public

My Commission Expires: March 22, 1997

[Notarial Seal]

