

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

January 31, 1997

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 20536
FEB 5 1997 9 45 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 5 9 42 AM '97

Dear Mr. Williams:

Enclosed are three (3) originals of the Memorandum of Lease of Railroad Equipment dated as of August 17, 1995 between the following parties:

Lessor: Helm-Pacific Leasing
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

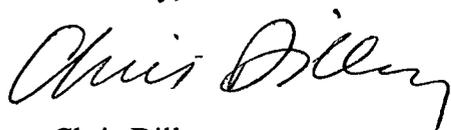
Lessee: Southern Illinois Railcar Company
One Mark Twain Plaza, Suite 225
Edwardsville, IL 62025-1959

The equipment involved in this transaction is as follows:

Equipment: Thirty-five (35) covered hopper railcars (See Schedule A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$22.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosure

RECORDATION NO. 20536
FILED 1426
FEB 5 1997 -9 45 AM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of August 17, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of August 17, 1995 (the "Lease") between HELM-PACIFIC LEASING, a Nebraska joint venture (the "Lessor"), and SOUTHERN ILLINOIS RAILCAR CO., an Illinois corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11303. Lessor has the right to Lease the thirty-five (35) jumbo covered hopper railcars, 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 authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

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

SOUTHERN ILLINOIS RAILCAR CO.

By: *[Signature]*
Title: PRESIDENT
Date: 1/9/97

By: *[Signature]*
Title: VICE PRESIDENT
Date: 8/23/96

By: Union Pacific Venture
Leasing, Inc., its Joint
Venturer

By: *[Signature]*
Title: President
Date: 12/23/96

[Handwritten mark]

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment dated August 17, 1995
between Helm-Pacific Leasing and Southern Illinois Railcar Co.

Equipment Description:

Thirty-five (35), 4427 c.f.c., jumbo, three-pocket, covered hopper railcars
equipped with trough hatches and gravity outlets

Unit Numbers:

SIRX 442725-442759

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 9, ¹⁹⁹⁷~~1996~~, before me, Chris Dilley, personally appeared David R. Eckles, President of HELM PACIFIC 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.



(Notarial Seal)

Chris Dilley
SIGNATURE OF THE NOTARY

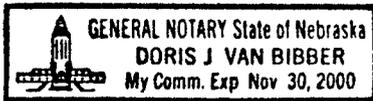
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On this 23rd day of December, 1996, before me, Doris J Van Bibber personally appeared Erick Butler, President of UNION PACIFIC VENTURE LEASING, INC.,

✓ 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.



(Notarial Seal)

Doris J Van Bibber
SIGNATURE OF THE NOTARY

STATE OF ILLINOIS)
) S.S.
COUNTY OF MADISON)

On this 23rd day of August, 1996, before me, Jan Tweedy,
personally appeared Gary J. Goodman, Vice President
of SOUTHERN ILLINOIS RAILCAR CO.,

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.



Janice A. Tweedy
SIGNATURE OF THE NOTARY

(Notarial Seal)