

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 18, 1995

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 March 31, 1995 between the following parties:

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

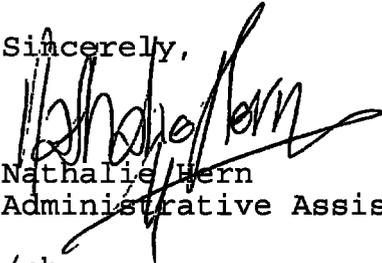
Lessee: Kansas City Southern Railway Company  
114 West Eleventh Street  
Kansas City, MO 64105

The equipment involved in this transaction is as follows:

Equipment: Two (2) locomotives (See Exhibit A  
attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Fern  
Administrative Assistant

/nh

Enclosures (2)

19431  
MAY 24 1995 05 AM  
RECORDED & INDEXED

19431  
MAY 26 1995 11 05 AM  
FILED 1995

MEMORANDUM OF  
RAIL ~~CAR~~ LEASE AGREEMENT  
Locos

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") is made as of March 31, 1995 is intended to evidence the Locomotive Lease Agreement dated as of March 31, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri 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 two (2) locomotives, more fully described in Exhibit 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

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: *[Signature]*

By: *[Signature]*

Title: President

Title: Exec. Vice Pres. & Chief Oper. Officer

Date: April 18, 1995

Date: 4/6/95

APPROVED AS TO FORM

*[Signature]*

*[Handwritten mark]*

**EXHIBIT A**

**To the Memorandum of Rail Car Lease Agreement dated March 31, 1995  
between Helm Financial Corporation and The Kansas City Southern  
Railway Company**

**Equipment Description:**

Two (2), SD40-3 locomotives equipped with Woodward's Complete  
Locomotive Control microprocessor control system.

**Unit Number:**

HLCX 6051  
HLCX 6053

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