

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

January 2, 2001

RECORDATION NO. 23316-A FILED

JAN 08 '01

4-21 PM



Mr. Vernon Williams **SURFACE TRANSPORTATION BOARD**  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of a **Memorandum of Schedule to Master Lease Agreement** ("Memorandum") dated as of January 1, 1998 evidencing Schedule No. 1 dated as of January 1, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Soo Line Railroad Company 1290 Central Parkway West, 6th Floor Mississauga, ONTARIO L5C 4R3

**A short summary of the document to appear in the index follows:**

Memorandum of Schedule to Master Lease Agreement evidencing **Schedule No. 1** dated as of January 1, 1998 to its Master Lease Agreement dated as of January 1, 1998 between Helm Financial Corporation as Lessor and Soo Line Railroad Company as Lessee covering sixteen (16) boxcars from within the series MILW 4744-4744 (ni).

Please file this Memorandum as a **secondary** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

**MEMORANDUM OF  
SCHEDULE TO MASTER LEASE AGREEMENT**

JAN 08 '01

4-21 PM

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is made as of January 1, 1998 and is intended to evidence Schedule No. 1 dated as of January 1, 1998 ("Schedule") to that certain Master Lease Agreement dated as of January 1, 1998 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SOO LINE RAILROAD COMPANY, a Minnesota corporation ("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. 11301. Lessor has the right to lease the railcars, more fully described in Annex A attached hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the Schedule.

The Master Lease, the Schedule and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SOO LINE RAILROAD COMPANY

By: John F. Dains

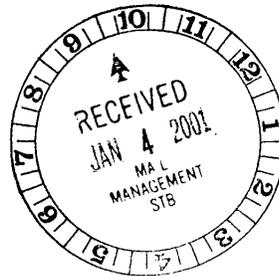
By: Luigi Armano

Print Name: John F. Dains

Print Name: Luigi Armano

Its: President

Its: Vice President



M

ANNEX A

TO THE MEMORANDUM OF SCHEDULE TO MASTER LEASE

THE UNITS

Equipment Description:

Sixteen (16), 70-ton, 86'6" boxcars.

Unit Numbers.

MILW 4744  
MILW 4746  
MILW 4747  
MILW 4748  
MILW 4750  
MILW 4751  
MILW 4752  
MILW 4753  
MILW 4754  
MILW 4755  
MILW 4756  
MILW 4757  
MILW 4758  
MILW 4759  
MILW 4760  
MILW 4761

By

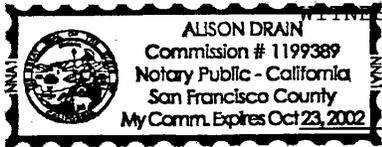
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On October 26, 2000, before me, Alison Drain, personally appeared John F. Dains, President of HELM FINANCIAL CORPORATION,

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.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

PROVINCE OF Alberta )  
 ) S.S.  
CITY )  
DISTRICT OF CALGARY )

On October 16, 2000, before me, Don Barnhardt, personally appeared Luzi Armaro, Vice President of SOO LINE RAILROAD COMPANY,

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.

Don Barnhardt  
SIGNATURE OF COMMISSIONER OF OATHS

[Seal]

**DON BARNHARDT**  
Barrister and Solicitor  
Suite 2000, 401 - 9th Avenue S.W.  
Calgary, AB T2P 4Z4  
Telephone 319-6183

Ag