

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

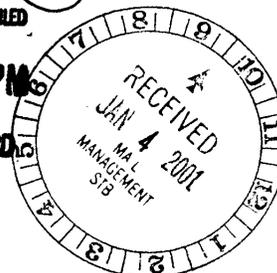
FAX 415/398-4816

RECORDATION NO. 23316-C FILED

January 2, 2001 JAN 0 8 '01

5-17 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams  
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"), evidencing **Schedule No. 3** dated as of July 1, 1999 to it's Master Lease Agreement 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. 3** dated as of July 1, 1999 to it's Master Lease Agreement dated as of January 1, 1998 between Helm Financial Corporation as Lessor and Soo Line Railroad Company as Lessee covering twenty-two (22) autoracks from within the series TTGX 253912-977244 (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,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

**MEMORANDUM OF  
SCHEDULE TO MASTER LEASE AGREEMENT**

RECORDATION NO. 23316-C FILED

JAN 08 '01

5-17 PM

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is made as of July 1, 1999 and is intended to evidence **SURFACE TRANSPORTATION BOARD** as of July 1, 1999 ("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*

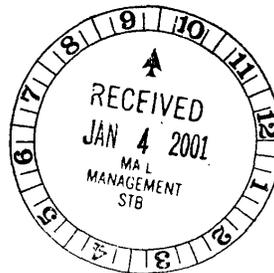
By: *Luigi Romano*

Print Name: John F. Dains

Print Name: *Luigi Romano*

Its: President

Its: *Vice President Supply Services*



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ANNEX A

TO THE MEMORANDUM OF SCHEDULE TO MASTER LEASE

THE UNITS

Equipment Description:

Twenty-two (22), bi-level autoracks built in 1986 by Thrall Car Manufacturing Company; recertified in 1994.

<u>Rack Number</u>	<u>Reporting Marks and Numbers for Flatcar</u>
45040	TTGX 255057
45041	TTGX 253912
45042	TTGX 254991
45043	TTGX 977244
45044	TTGX 255973
45045	TTGX 254909
45046	TTGX 254942
45047	TTGX 254910
45048	TTGX 255963
45049	TTGX 977024
45050	TTGX 255945
45051	TTGX 977073
45052	TTGX 256160
45053	TTGX 255975
45054	TTGX 253924
45055	TTGX 255937
45056	TTGX 255917
45057	TTGX 254085
45058	TTGX 254947
45059	TTGX 254646
45061	TTGX 255850
45062	TTGX 255005

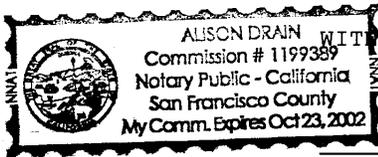
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

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 )  
~~ONTARIO~~ ) S.S.  
CITY )  
~~DISTRICT OF CALGARY~~ )

On October 16, 2000, before me, Don Barnhardt,  
personally appeared Luigi Armano, VP Supply Services 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