

**HELM**  
**FINANCIAL CORPORATION**

RECORDED  
SEP 23 '99 9-00 AM  
One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

September 9, 1999

RECORDED 22420 FILED

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

SEP 23 '99 9-00 AM



Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Locomotive Lease Agreement** dated as of June 21, 1998 ("**Memorandum**") between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: I & M Rail Link, LLC  
1910 East Kimberly Road  
Davenport, IA 52807

The equipment involved in this transaction is as follows:

Equipment: Four (4) locomotives as more fully described in Schedule A to the Memorandum.

Please file this agreement as a primary 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  
Document Administrator

/ad  
Enclosures (2)

SEP 23 '99

9-00 AM

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of June 21, 1998 and is intended to evidence that certain Locomotive Lease Agreement dated as of June 21, 1999 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and I & M RAIL LINK, LLC, an Iowa limited liability 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 locomotives, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease 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 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 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

I & M RAIL LINK, LLC

By: 

By: 

Name: Richard C. Kirchner

Name: Dennis G. Anderson

Title: President

Title: President & CEO



**SCHEDULE A**

**TO THE MEMORANDUM OF LEASE**

**THE UNITS**

**Equipment Description:**

Four (4), 3000 horsepower, SD40-3 rebuilt locomotives equipped with dynamic brakes and CLC microprocessors.

**Unit Numbers:**

HLCX 6077

HLCX 6512

HLCX 6522

HLCX 6525

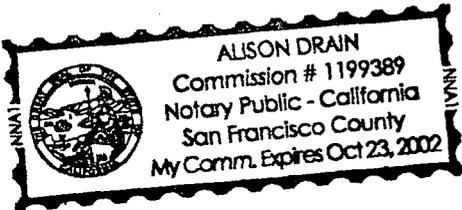
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STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 26<sup>th</sup>, 1999, before me, Alison Drain, 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.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF IOWA )  
 ) S.S.  
COUNTY OF Scott )

On July 16, 1999, before me, Dorothy L. Steinbeck, personally appeared Dennis R. Anderson, President & CEO of **I & M RAIL LINK, LLC**,

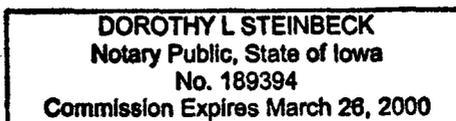
✓ personally known to me -OR-

— 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.

Dorothy L. Steinbeck  
SIGNATURE OF THE NOTARY

[Notarial Seal]



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