

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

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

VIA AIR COURIER

November 6, 1997

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

RECORDATION NO. 21007 FILED A

NOV 17 '97 2-15 PM

Dear Mr. Williams:

Enclosed are two (2) originals of Memorandum of Lease of Railroad Equipment dated July 23, 1996 intended to evidence Schedule No. 2 dated July 23, 1996 ("**Schedule No. 2**") to the Master Locomotive Lease Agreement dated as of May 1, 1995 between the following parties:

Lessor:	Helm-Atlantic Associates Limited Partnership One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Union Pacific Railroad Company 1416 Dodge Street, Room 200 Omaha, NE 68179

The equipment involved in this transaction is as follows:

See attached Exhibit A.

Please file this agreement as a supplementary document to the Memorandum of Lease of Railroad Equipment dated July 23, 1996. A check covering the twenty-four dollar (\$24.00) filing fee is enclosed.

Sincerely,

  
Eric W. Stoll  
Document Administrator

/es  
Enclosures (2)

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

NOV 17 '97 2-15 PM

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of July 23, 1996 is intended to evidence Schedule No. 2 dated July 23, 1996 ("Schedule No. 2") to the Master Locomotive Lease Agreement dated as of May 1, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Utah 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. 11301. Lessor has the right to lease the 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 and the Schedule No. 2.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP, a  
Delaware Limited Partnership

UNION PACIFIC RAILROAD COMPANY

By: Helm Atlantic Corporation,  
its General Partner

By: *David R. Eckles*

By: *Charles R. Eisele*

Print Name: David R. Eckles

Print Name: *Charles R. Eisele*

Title: President

Title: *V.P. Purchasing*

Date: *8/25/97*

Date: *8/11/97*

*cm*

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Dated July 23, 1996

Equipment Description:

Ten (10), 2000 horsepower, GP38-3 locomotives equipped with extended range dynamic brakes and Woodward Governor Company's Complete Locomotive Control. Rebuilt in 1996.

Units' Reporting  
Mark & Number:

UP 2400-2409

cm

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

On August 28, 1997, before me, Patrick M. Hapin - Notary Public,  
personally appeared David R. Eckles, President of HELM ATLANTIC 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.

Patrick M. Hapin  
SIGNATURE OF THE NOTARY

[Notarial Seal]



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

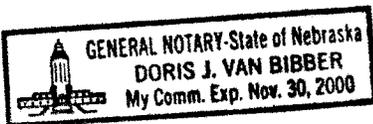
On August 11, 1997, before me, Doris Van Bibber,  
personally appeared Charles R. Eisele, VP - purchasing of UNION PACIFIC RAILROAD COMPANY,

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.

Doris Van Bibber  
SIGNATURE OF THE NOTARY



[Notarial Seal]

am