

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4810 FAX 415/398-4816

21797-A
RECORDATION NOV 19 1998 FILED

November 19, 1998

NOV 20 '98 10-28AM

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

Dear Mr. Williams:

Enclosed are three (3) originals of the **Memorandum of Schedule No. 1** dated as of September 2, 1997 to the Master Full Maintenance Lease Agreement dated as of September 2, 1997 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

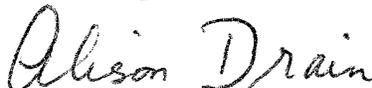
Lessee: Union Pacific Railroad Company
1416 Dodge Street, Room 200
Omaha, NE 68179

The equipment involved in this transaction is as follows:

Equipment: Ninety-eight (98), 60', 100-ton, XP boxcars with 16' staggered sliding doors. Built between 1974 and 1977 bearing the mark and numbers CHTT 758000-758101.

Please file this memorandum as a **supplementary** document to the Master Full Maintenance Lease Agreement dated as of September 2, 1997 and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (3)

MEMORANDUM OF SCHEDULE NO. 1
TO THE
MASTER FULL MAINTENANCE LEASE AGREEMENT

RECORDATION NO. 21797-A
FILED

NOV 20 '98

10-28 AM

THIS MEMORANDUM OF SCHEDULE NO. 1 TO THE MASTER MAINTENANCE LEASE AGREEMENT ("Memorandum") is intended to evidence Schedule No. 1 dated as of September 2, 1997 ("Schedule") to the Master Full Maintenance Lease Agreement, dated as of September 2, 1997 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the U.S. Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars, more fully described below herein (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.

Units' Description: Ninety-eight (98), 60', 100-ton, XP boxcars with 16' staggered sliding doors. Built in 1974 through 1977 bearing the mark and numbers CHTT 758000-758101.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has caused this Memorandum to be executed by its authorized officer, and each certifies that the foregoing is true and correct.

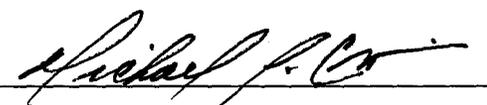
LESSOR

LESSEE

HELM-PACIFIC LEASING

UNION PACIFIC RAILROAD COMPANY

By: Helm Pacific Corporation,
a General Partner

By: 

AM By: 

Print Name: David R. Eckles

Print Name: Michael J. Cronin

Title: President

Title: Vice President Supply

By: Union Pacific Venture
Leasing, Incorporated,
a General Partner

By: 

Print Name: Eric L. Butler

Title: President

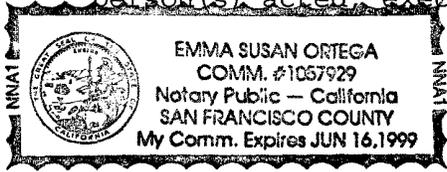
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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 27, 1998, before me, Emma S. Ortega personally appeared David R. Eckles, President of HELM PACIFIC 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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

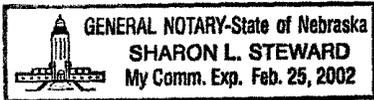
(Notarial Seal)

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

On October 26, 1998, before me, Sharon L. Steward, personally appeared, Eric L. Butler, President of UNION PACIFIC VENTURE LEASING, INCORPORATED,

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.

Sharon L. Steward
SIGNATURE OF THE NOTARY

[Notarial Seal]

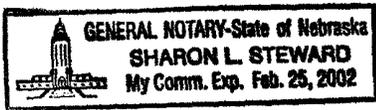
am

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

On October 26, 1998, before me, Sharon L. Steward,
personally appeared Michael J. Cronin, Vice President-Supply of UNION PACIFIC
RAILROAD COMPANY,

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.



[Notarial Seal]

Witness my hand and official seal.

Sharon L. Steward
SIGNATURE OF THE NOTARY

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