

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 15, 1997

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

RECORDATION NO. 20821 FILED

AUG 18 '97

11-20AM

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SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Full Maintenance Lease Agreement dated as of May 29, 1997 ("**Memorandum**") between the following parties:

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

Lessee: MidAmerican Energy Company
One RiverCenter Place
106 East Second Street
Davenport, IA 52801

The equipment involved in this transaction is as follows:

Equipment: One hundred nine (109), 4,000 cubic foot, gondola railcars as more fully described in Annex A to the Memorandum.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P. Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

AUG 18 '97 11-20AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of May 29, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of May 29, 1997 and Schedule A thereto ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and MIDAMERICAN ENERGY COMPANY, an Iowa corporation ("Lessee"). This Memorandum is intended to satisfy 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 rail equipment, more fully described in Annex A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

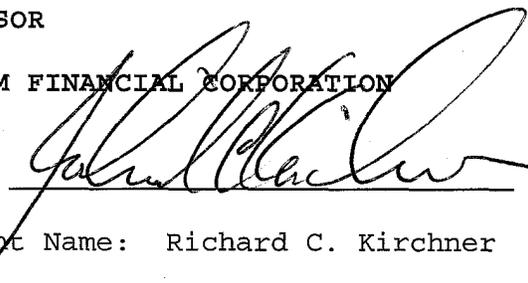
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

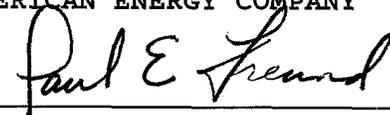
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

MIDAMERICAN ENERGY COMPANY

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: Paul E. Freund

Its: President

Its: Manager-Fuel and Jointly Owned Units



ANNEX A

To the Memorandum of Full Maintenance Lease Agreement Date as of May 29, 1997

Description of Units:

One hundred nine (109), 4000 cubic foot, gondola railcars.

GROUP A UNITS

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
1 HLMX 145000	13 HLMX 145012	25 HLMX 145024	37 HLMX 145036
2 HLMX 145001	14 HLMX 145013	26 HLMX 145025	38 HLMX 145037
3 HLMX 145002	15 HLMX 145014	27 HLMX 145026	39 HLMX 145038
4 HLMX 145003	16 HLMX 145015	28 HLMX 145027	40 HLMX 145039
5 HLMX 145004	17 HLMX 145016	29 HLMX 145028	41 HLMX 145040
6 HLMX 145005	18 HLMX 145017	30 HLMX 145029	42 HLMX 145041
7 HLMX 145006	19 HLMX 145018	31 HLMX 145030	43 HLMX 145042
8 HLMX 145007	20 HLMX 145019	32 HLMX 145031	44 HLMX 145043
9 HLMX 145008	21 HLMX 145020	33 HLMX 145032	45 HLMX 145044
10 HLMX 145009	22 HLMX 145021	34 HLMX 145033	46 HLMX 145045
11 HLMX 145010	23 HLMX 145022	35 HLMX 145034	47 HLMX 145046
12 HLMX 145011	24 HLMX 145023	36 HLMX 145035	

GROUP B UNITS

1 HLMX 8004	17 HLMX 140615	33 HLMX 140634	49 HLMX 140656
2 HLMX 140600	18 HLMX 140616	34 HLMX 140635	50 HLMX 140657
3 HLMX 140601	19 HLMX 140618	35 HLMX 140636	51 HLMX 140658
4 HLMX 140602	20 HLMX 140619	36 HLMX 140637	52 HLMX 140659
5 HLMX 140603	21 HLMX 140620	37 HLMX 140638	53 HLMX 140660
6 HLMX 140604	22 HLMX 140621	38 HLMX 140639	54 HLMX 140661
7 HLMX 140605	23 HLMX 140622	39 HLMX 140641	55 HLMX 140662
8 HLMX 140606	24 HLMX 140625	40 HLMX 140642	56 HLMX 140663
9 HLMX 140607	25 HLMX 140626	41 HLMX 140643	57 HLMX 140664
10 HLMX 140608	26 HLMX 140627	42 HLMX 140646	58 HLMX 140665
11 HLMX 140609	27 HLMX 140628	43 HLMX 140650	59 HLMX 140666
12 HLMX 140610	28 HLMX 140629	44 HLMX 140651	60 HLMX 140667
13 HLMX 140611	29 HLMX 140630	45 HLMX 140652	61 HLMX 140668
14 HLMX 140612	30 HLMX 140631	46 HLMX 140653	62 HLMX 140669
15 HLMX 140613	31 HLMX 140632	47 HLMX 140654	
16 HLMX 140614	32 HLMX 140633	48 HLMX 140655	

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

On August 1, 1997, before me, Patrick M. Hapin — Notary Public,
personally appeared Richard C. Kirchner, 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.

Patrick M. Hapin
SIGNATURE OF THE NOTARY

[Notarial Seal]



STATE OF IOWA)
) S.S.
COUNTY OF SCOTT)

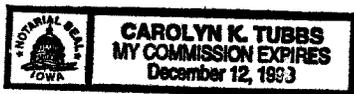
On July 25, 1997, 1997, before me, Carolyn K. Tubbs,
personally appeared Paul E. Freund, Manager of
MIDAMERICAN ENERGY COMPANY,

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.

Carolyn K. Tubbs
SIGNATURE OF THE NOTARY



[Notarial Seal]

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