

**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 *C*

NOV 17 '97

2-15 PM

Dear Mr. Williams:

Enclosed are two (2) originals of Memorandum of Lease of Railroad Equipment dated October 16, 1996 is intended to evidence Schedule No. 4 dated October 16, 1996 ("**Schedule No. 4**") 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 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)

NOV 17 '97 2-15 PM

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of October 16, 1996 is intended to evidence Schedule No. 4 dated October 16, 1996 ("Schedule No. 4") 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. 4.

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

cm 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* ✓

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EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Dated October 16, 1996

Equipment Description:

Fifteen (15), 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 2410

UP 2500-2513

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)

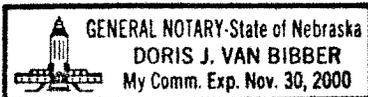
On August 11, 1997, before me, Doris Van Bibber,
personally appeared Charles R. Eisele, VP - Purchasing of UNION
PACIFIC RAILROAD COMPANY,

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 J Van Bibber
SIGNATURE OF THE NOTARY



[Notarial Seal]

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