

HELM FINANCIAL CORPORATION

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August 7, 1998

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

RECORDATION NO. 21562 FILED

AUG 10 '98

11-19 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Locomotive Lease Agreement** dated as of May 18, 1997 which is intended to evidence Schedule No. 16 dated as of May 18, 1997, to the Master Locomotive Lease Agreement dated as of May 5, 1994 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Canadian Pacific Railway Company 401 9th Avenue, S.W., Gulf Canada Square Calgary, Alberta, CANADA T2P 4Z4

The equipment involved in this transaction is as follows:

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

Please file this memorandum 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.

Sincerely,



Alison Drain
Document Administrator

/ad

Enclosures (2)

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AUG 10 '98 11-19 AM

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") dated as of May 18, 1997 is intended to evidence Schedule No. 16 dated as of May 18, 1997, to the Master Locomotive Lease Agreement dated as of May 5, 1994 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian 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 each Schedule to the Lease (the "Unit(s)") and in Annex A attached hereto and hereby made a part hereof. Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedules.

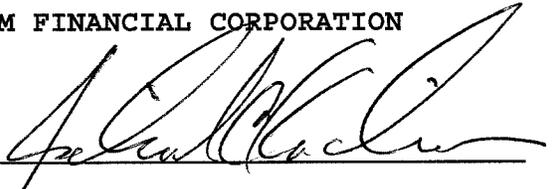
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CANADIAN PACIFIC RAILWAY COMPANY

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: E.V. DODGE

Its: President

Its: EXECUTIVE VICE-PRESIDENT
OPERATIONS

DA

ANNEX A

TO THE MEMORANDUM OF LEASE DATED MAY 18, 1997

Equipment Description:

Four (4), SD40-3 locomotives.

<u>Unit Numbers</u>	<u>Delivery Date</u>
HLCX 6066	05/18/97
HLCX 6067	06/23/97
HLCX 6068	06/23/97
HLCX 6069	05/26/97

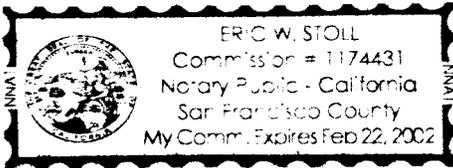
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 14th, 1998, before me, Eric W. Stoll, 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.



Signature: Eric W. Stoll

(Notarial Seal)

PROVINCE OF ALBERTA)
) S.S.
CITY OF CALGARY)

On this 5 day of May, 1998, before me Donald Frederick Barnhardt personally appeared Edwin Vernon Dodge, Exec. Vice Pres. of CANADIAN PACIFIC RAILWAY 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.

Donald Frederick Barnhardt
SIGNATURE OF COMMISSIONER OF OATHS

(Seal)