

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

October 13, 1998

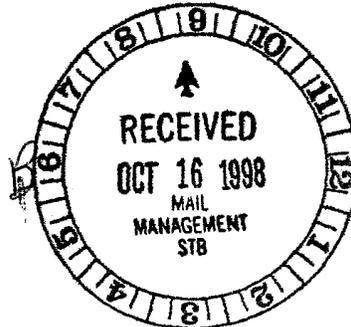
Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 21730 FILED

OCT 16 '98 10-36 AM

RECORDATION NO. 21730-A FILED

OCT 16 '98 10-36 AM



Dear Mr. Williams:

Enclosed are three (3) originals each of the Memorandum of Master Lease Agreement dated as of August 1, 1997; the Memorandum of Schedule to Master Lease Agreement dated as of August 1, 1997 which is intended to evidence Schedule No. 1 and the Memorandum of Schedule to Master Lease Agreement dated as of August 20, 1998 which is intended to evidence Schedule No. 3 between the following parties:

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

A → Lessee: The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76161-0061

The equipment involved in this transaction is as follows:

- Schedule No.1** Forty-two (42) locomotives as more fully described in Annex A to the memorandum.
- Schedule No.3** Eleven (11) locomotives as more fully described in Annex A to the memorandum.

Please file the Memorandum of Master Lease Agreement as the primary document and the Memorandum of Schedule No. 1 and the Memorandum of Schedule No. 3 as subsequent documents and return two (2) stamped originals each to my attention. A check covering the filing fee of seventy-eight dollars (\$78.00) is enclosed.

Sincerely,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (9)

OCT 16 '98

10-36 AM

MEMORANDUM OF SCHEDULE
TO MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is dated as of August 1, 1997 and is intended to evidence Schedule No. 1 dated August 1, 1997 ("Schedule") to that certain Master Locomotive Lease Agreement dated as of August 1, 1997 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to lease the rail equipment, more fully described in Annex A attached hereto (the "Units"), upon the terms and conditions provided in the Master Lease and Schedule.

The Master Lease, Schedule, and Units cannot be assigned, subleased (other than to a Class I railroad or for a term of thirty (30) days or less) or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

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

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: Harry Baldaccini

Title: President

Title: DRA Loco Planning + Leasing

am

ANNEX A

	Reporting Marks & Numbers:		Type:	Delivery Date:
1	HLCX	3700	GP38	08/01/97
2	HLCX	6056	SD40-3	10/01/97
3	HLCX	6057	SD40-3	10/01/97
4	HLCX	6060	SD40-3	08/10/97
5	HLCX	6070	SD40-3	10/01/97
6	HLCX	6074	SD40-3	08/10/97
7	HLCX	6075	SD40-3	08/29/97
8	HLCX	6076	SD40-3	08/29/97
9	HLCX	6077	SD40-3	10/13/97
10	HLCX	6078	SD40-3	10/17/97
11	HLCX	6079	SD40-3	10/17/97
12	HLCX	6080	SD40-3	09/29/97
13	HLCX	6081	SD40-3	10/31/97
14	HLCX	6082	SD40-3	09/26/97
15	HLCX	6083	SD40-3	09/22/97
16	HLCX	6084	SD40-3	10/31/97
17	HLCX	6085	SD40-3	10/15/97
18	HLCX	6501	SD40-3	10/01/97
19	HLCX	6502	SD40-3	10/01/97
20	HLCX	6503	SD40-3	09/15/97
21	HLCX	6505	SD40-3	09/18/97
22	HLCX	6506	SD40-3	10/01/97
23	HLCX	6507	SD40-3	10/03/97
24	HLCX	6508	SD40-3	09/22/97
25	HLCX	6509	SD40-3	09/25/97
26	HLCX	6510	SD40-3	10/07/97
27	HLCX	6511	SD40-3	10/15/97
28	HLCX	6512	SD40-3	10/09/97
29	HLCX	6513	SD40-3	12/19/97
30	HLCX	6514	SD40-3	10/22/97
31	HLCX	6515	SD40-3	10/24/97
32	HLCX	6516	SD40-3	12/19/97
33	HLCX	6517	SD40-3	11/04/97
34	HLCX	6518	SD40-3	12/19/97
35	HLCX	6519	SD40-3	10/27/97
36	HLCX	6520	SD40-3	12/19/97
37	HLCX	6521	SD40-3	12/19/97
38	HLCX	6522	SD40-3	10/31/97
39	HLCX	6523	SD40-3	10/29/97
40	HLCX	6524	SD40-3	10/20/97
41	HLCX	6525	SD40-3	10/03/97
42	HLCX	6600	SD40-3	09/05/97

am

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

On September 18, 1998, before me, Matthew M. Ogburn, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

personally known to me -OR-

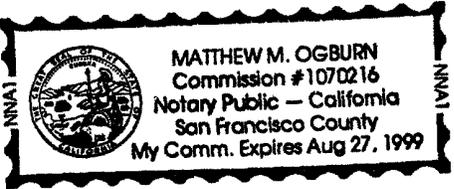
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Matthew M. Ogburn
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Texas)
) S.S.
COUNTY OF Tarrant)



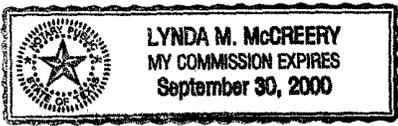
On Sept. 16, 1998, before me, Lynda M. McCreery, personally appeared Harry K. Baldaccini, Director PMS & Leasing of **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

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.

Lynda M. McCreery
SIGNATURE OF THE NOTARY



[Notarial Seal]

cm