

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA UPS TWO-DAY AIR

April 6, 1999

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

RECORDATION NO. 22127 FILED

APR 20 '99

1-00PM

Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Locomotive Lease Agreement dated as of April 30, 1997 ("**Memorandum**") between the following parties:

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

Lessee: Utah Central Railway Company
Union Station, Room 205
Ogden, UT 84401

The equipment involved in this transaction is as follows:

Equipment: Two (2) locomotives as more fully described
in Schedule A attached hereto.

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)

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

APR 20 '99

1-00PM

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT (the "Memorandum") is made as of April 30, 1997 and is intended to evidence that certain Locomotive Lease Agreement dated as of April 30, 1997 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and UTAH CENTRAL RAILWAY COMPANY, a Utah 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 Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the 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.

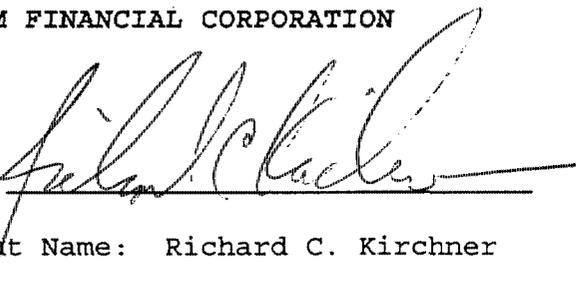
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

UTAH CENTRAL RAILWAY COMPANY

CM

By: 
Print Name: Richard C. Kirchner

By: Beth Blansett
Print Name: Beth Blansett

Its: President

Its: President

CM

SCHEDULE A

TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Two (2), 1500 horsepower, diesel electric switch locomotives built by EMD in 1968.

Old Reporting Marks:

New Reporting Marks:

NS 82

UCRY 82

NS 83

UCRY 83

CAM

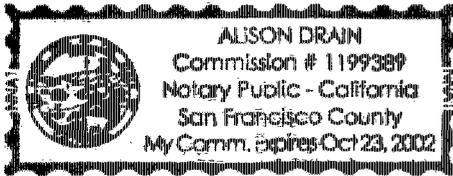
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On April 6th, 1998, before me, Alison Drain, 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.



Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

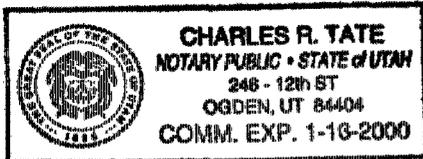
STATE OF Utah)
) S.S.
COUNTY OF Weber)

On March 30, 1998, before me, Charles R. Tate, personally appeared Beth Blansett, President of UTAH CENTRAL 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.



Charles R. Tate
SIGNATURE OF THE NOTARY Adp. B. myr

[Notarial Seal]

CM

PLASID, P.O. 2 A
SERIAL 100-10000
RECEIVED - 10/10/60
COMMUNICATIONS SECTION
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535



COMM. EXT. 1-10-60
COMM. EXT. 1-10-60

