

**HELM**  
**FINANCIAL CORPORATION**

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

RECORDATION NO. 18798 FILED 1425

MAY 4 - 1994 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

May 3, 1994

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of March 3, 1994 between the following parties:

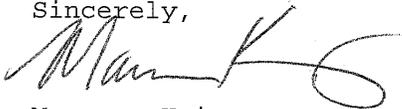
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179

The equipment involved in this transaction is as follows:

Equipment:	Twenty-seven (27) railcars (See Annex A for Car Numbers)
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Please file this agreement as a primary document. The filing fee of \$18.00 is included in the enclosed check.

Sincerely,



Maureen Krieg  
Contracts Administrator

mek  
Enclosures (2)

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INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of March 3, 1994 is intended to evidence the Lease of Railroad Equipment, dated as of March 3, 1994 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to lease the twenty-seven railcars more fully described in Annex A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

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

HELM FINANCIAL CORPORATION

By: [Signature]  
Title: President  
Date: March 29, 1994

LESSEE

UNION PACIFIC RAILROAD COMPANY

By: [Signature]  
Title: AVP SUPPLY  
Date: 3/21/94

*py*

ANNEX A

Memorandum of

Lease of Railroad Equipment

Dated March 3, 1994

Equipment Description:

Twenty-seven (27), 100-ton, airslide covered hopper railcars; built by General American Transportation Corporation in June 1967.

Old Unit Marks and Numbers:

MKT 9100-9104, 9106-9110, 9112-9118, 9120-9123 and 9125-9130

New Unit Marks and Numbers:

CHTT 9100-9104, 9106-9110, 9112-9118, 9120-9123 and 9125-9130

*dy*

