

HELM
FINANCIAL CORPORATION

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

1986
RECORDATION NO. 1986-0000000000
MAR 8 1995 3:00 PM
RECORDATION NO. 1986-0000000000

VIA AIR COURIER

March 7, 1995

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 November 1, 1994 between the following parties:

Lessor: Helm-Pacific Leasing
One Embarcadero Center
Suite 3500
San Francisco, CA 94111

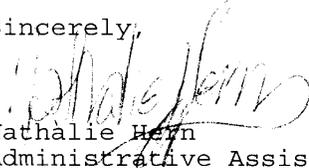
Lessee: Atlantic of New York
% Brambles USA
400 North Michigan Avenue
Suite 610
Chicago, IL 60611

The equipment involved in this transaction is as follows:

Equipment: Eighty-eight (88) 60', 100-ton boxcars
(See Schedule A attached for reporting
mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,


Nathalie Horn
Administrative Assistant

/nh

Enclosures (2)

19286

RECORDATION NO. FILED 1995

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**MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") dated as of November 1, 1994 is intended to evidence the Lease of Railroad Equipment dated as of November 1, 1994 (the "Lease") between HELM-PACIFIC LEASING, a Nebraska joint venture (the "Lessor"), and ATLANTIC OF NEW YORK, INC., a Delaware 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. Lessor has the right to Lease the boxcars more fully described in Schedule 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, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

ATLANTIC OF NEW YORK, INC.

By: [Signature]
Title: President
Date: 1-20-85

By: [Signature]
Title: Vice President
Date: December 14, 1994

By: Union Pacific Venture
Leasing, Inc., its
Joint Venturer

By: D. Chandler Lewis
Title: President-UPVL
Date: 1-11-95

[Handwritten mark]

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment dated November 1, 1994 between Helm-Pacific Leasing and Atlantic of New York, Inc.

GROUP A UNITS

Equipment Description:

Eighty-eight (88), 60', 100-ton boxcars with inside height of at least 10'9".

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
AWDX 100	AWDX 134	AWDX 167	AWDX 311
AWDX 101	AWDX 135	AWDX 168	AWDX 314
AWDX 102	AWDX 137	AWDX 170	AWDX 315
AWDX 104	AWDX 138	AWDX 172	AWDX 316
AWDX 107	AWDX 140	AWDX 175	AWDX 317
AWDX 108	AWDX 143	AWDX 177	AWDX 320
AWDX 110	AWDX 144	AWDX 178	AWDX 321
AWDX 112	AWDX 145	AWDX 181	AWDX 322
AWDX 114	AWDX 146	AWDX 182	AWDX 323
AWDX 115	AWDX 147	AWDX 183	AWDX 326
AWDX 117	AWDX 148	AWDX 184	AWDX 328
AWDX 118	AWDX 151	AWDX 185	AWDX 331
AWDX 119	AWDX 152	AWDX 186	AWDX 332
AWDX 123	AWDX 153	AWDX 189	AWDX 333
AWDX 124	AWDX 154	AWDX 301	AWDX 334
AWDX 125	AWDX 155	AWDX 302	AWDX 335
AWDX 126	AWDX 156	AWDX 303	AWDX 338
AWDX 127	AWDX 157	AWDX 304	AWDX 340
AWDX 128	AWDX 161	AWDX 306	AWDX 341
AWDX 129	AWDX 163	AWDX 307	AWDX 343
AWDX 131	AWDX 164	AWDX 308	AWDX 344
AWDX 133	AWDX 166	AWDX 310	AWDX 347

SCHEDULE A - Continued

To the Memorandum of Lease of Railroad Equipment dated November 1, 1994 between Helm-Pacific Leasing and Atlantic of New York, Inc.

GROUP B UNITS

Equipment Description:

Thirty-nine (39), 60', 100-ton boxcars with inside height of at least 10'9".

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
AWDX 103	AWDX 130	AWDX 173	AWDX 325
AWDX 105	AWDX 132	AWDX 174	AWDX 327
AWDX 106	AWDX 139	AWDX 176	AWDX 329
AWDX 109	AWDX 142	AWDX 179	AWDX 330
AWDX 111	AWDX 149	AWDX 180	AWDX 336
AWDX 113	AWDX 159	AWDX 300	AWDX 337
AWDX 116	AWDX 160	AWDX 309	AWDX 342
AWDX 120	AWDX 165	AWDX 312	AWDX 346
AWDX 121	AWDX 169	AWDX 318	AWDX 348
AWDX 122	AWDX 171	AWDX 324	

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On January 20, 1994^S, before me, LaRonda A. Gaines personally appeared David R. Eckles, President of HELM PACIFIC 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.



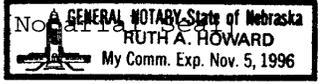
LaRonda A. Gaines
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA)
) §
COUNTY OF DOUGLAS)

On this 12th day of January, 1994, before me personally appears W. Chandler Lewis, to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING, INC., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Ruth A. Howard
Notary Public

My Commission Expires: 11/15/96



29

