

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

March 28, 1995

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

REGISTRATION NO. 19327 FILED 1995

MAR 28 1995 3 01 PM

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of November 18, 1994 between the following parties:

Lessor:	Helm-Pacific Leasing One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Ford Motor Company 5111 Auto Club Drive Dearborn, MI 48121

The equipment involved in this transaction is as follows:

Equipment:	Fifteen (15) gondola railcars (See SCHEDULE A attached for reporting mark & numbers)
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Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,


Nathalie Hern
Administrative Assistant

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Enclosures (2)

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

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THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") dated November 18, 1994 is intended to evidence the Lease of Railroad Equipment dated as of November 18, 1994 (the "Lease") between HELM-PACIFIC LEASING, a Nebraska joint venture (the "Lessor"), and FORD MOTOR COMPANY, a Michigan 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 gondola railcars 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 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

FORD MOTOR COMPANY

By: *D. K. Ellis*

By: *G. W. Wray*

Title: President

Title: Manager, Transportation Analysis
and Procurement Department

Date: 2-17-95

Date: 2-1-95

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

By: *D. Chandler Lewis*

Title: President - UPLC

Date: 2-15-95

PM

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment dated November 18, 1994 between Helm-Pacific Leasing and Ford Motor Company.

Equipment Description:

~~Twenty three~~ ^{FIFTEEN} ¹⁵ (23), 50', 70-ton, gondola railcars with 4' or 4'6" side height, 9'6" interior width and steel floors.

Unit Numbers:

HPJX 30605
~~HPJX 30775~~
HPJX 30846
~~HPJX 30873~~
HPJX 30914
HPJX 30919
~~HPJX 30942~~
HPJX 30971
HPJX 30973
HPJX 30990
HPJX 31042
~~HPJX 31091~~
HPJX 31227
~~HPJX 31230~~
HPJX 31240
HPJX 31279
HPJX 31333
HPJX 31418
HPJX 31445
~~HPJX 31460~~
~~HPJX 31477~~
HPJX 31491
~~HPJX 31585~~

STATE OF MICHIGAN)
) §
COUNTY OF WAYNE)

On this 1 day of February, 1995, before me personally appears Gi Vorpagel, to me personally known, who being by me duly sworn says that ~~he~~ is a representative of **FORD MOTOR COMPANY**, 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.

Susan Gerard
Notary Public

My Commission Expires: _____

[Notarial Seal]

