

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

- 19432

May 18, 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 April 18, 1995 between the following parties:

Lessor: Helm-Atlantic Associates Limited  
Partnership  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

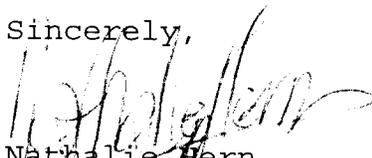
Lessee: Chicago, Central & Pacific Railroad  
402 East Fourth Street  
P.O. Box 1800  
Waterloo, IA 50704

The equipment involved in this transaction is as follows:

Equipment: Seven (7) locomotives (See Exhibit A  
attached for reporting mark & numbers)

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

Sincerely,

  
Nathalie Fern  
Administrative Assistant

/nh

Enclosures (2)

MEMORANDUM OF  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") is made as of April 18, 1995 is intended to evidence the Locomotive Lease Agreement dated as of April 18, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a California corporation (the "Lessor"), and CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY, 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 seven (7) locomotives, more fully described in Exhibit 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, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

CHICAGO, CENTRAL & PACIFIC  
RAILROAD COMPANY

By: Helm Atlantic Corporation,  
its General Partner

By: 

Title: President

Date: 5/1/95

By: 

Title: Chief Locomotive Officer

Date: 4/25/95

EXHIBIT A

To the Memorandum of Locomotive Lease Agreement dated April 18, 1995 between Helm-Atlantic Associates Limited Partnership and Chicago, Central & Pacific Railroad Company.

Equipment Description:

Seven (7), GP38 EMD, four axle, 2000 horsepower, diesel electric locomotives equipped with dynamic braking.

Unit Number:

HATX	105
HATX	106
HATX	107
HATX	108
HLCX	3613
HLCX	3614
HLCX	3617

