

0100958001

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

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

VIA AIR COURIER

1996

February 6, 1996

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
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 December 6, 1995 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Union Pacific Railroad Company
1416 Dodge Street, Room 200
Omaha, NE 68179

The equipment involved in this transaction is as follows:

Equipment: Twenty (20), 3000 horse power 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,



Chris Dilley
Administrative Assistant

/cpd

Enclosure

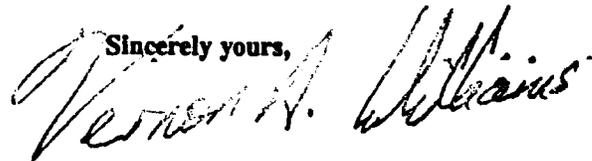
2/7/96

Chris Dilley
Belm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/96 at 2:45PM, and assigned recordation number(s). 11047-H, 18905-G, 19431-A, 19922 and 19923.

Sincerely yours,

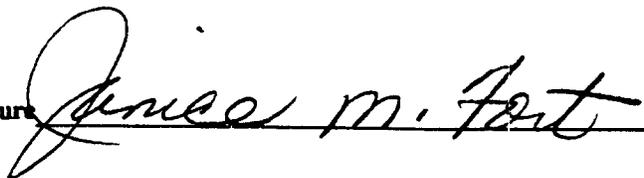


Vernon A. Williams
Secretary

Enclosure(s)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of December 6, 1995 is intended to evidence Schedule No. 3 dated December 6, 1995 ("Schedule") to the Lease of Railroad Equipment, dated as of January 3, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (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. Lessor has the right to lease the 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 and the Schedule.

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

LESSEE

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP, a
Delaware Limited Partnership

UNION PACIFIC RAILROAD COMPANY

By: Helm Atlantic Corporation,
its General Partner

CM By: David R. Eckles
David R. Eckles

By: CR Esch

Title: President

Title: Vice President-Purchasing

Date: 2/5/96

Date: 1/18/96

CM

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Dated December 6, 1995

Equipment Description:

Twenty (20), 3000 horse power locomotives built by EMD during 1966-1974.

Units' Reporting

Mark & Number :

Type:

HATX 800	GP40-3
HATX 801	GP40-3
HATX 802	GP40-3
HATX 400-410	GP40
HATX 415	GP40
HATX 418	GP40
HATX 420	GP40
HATX 750	SD40-2
CDAC 40	GP40
(_____ To be provided. _____)	

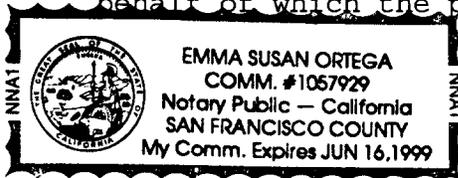
CM

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

On February 5, 1996, before me, Emma S. Ortega,
personally appeared David R. Eckles, President of HELM ATLANTIC
CORPORATION,

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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

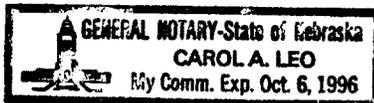
[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On January 18, 1996, before me, Carol A. Leo,
personally appeared C. R. Eisele, VP-Purchasing of UNION
PACIFIC RAILROAD 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.

Carol A. Leo
SIGNATURE OF THE NOTARY

[Notarial Seal]

CAM