

HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

October 21, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 20369-B FILED

OCT 28 '97 10-28 AM

Dear Mr. Williams:

Enclosed are two (2) originals of Memorandum of Locomotive Lease Agreement dated as of October 16, 1996 intended to evidence Schedule No. 3 dated as of October 16, 1996 ("**Schedule No. 3**") between the following parties:

Lessor:	Helm Financial Corporation 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-three (23), 1500 horsepower, SW1500 locomotives (see attached Exhibit A for reporting mark & numbers).
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Please file this agreement as a supplementary document to the Master Locomotive Lease Agreement dated as of May 1, 1995, Recordation No. ~~20369~~, filed on 11/19/96 at 10:55 a.m. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

OCT 28 '97 10-28 AM

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT made as of October 16, 1996 is intended to evidence Schedule No. 3 dated as of October 16, 1996 ("Schedule No. 3") to the Master Locomotive Lease Agreement, dated as of May 1, 1995 (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. 11301. 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 No.3.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Memorandum of Locomotive Lease Agreement on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

UNION PACIFIC RAILROAD COMPANY

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: Charles R. Eisele

Title: President

Title: V.P. Purchasing

Date: 8-27-97

Date: 8/11/97

cm

EXHIBIT A

To the Memorandum of Locomotive Lease Agreement

Dated October 16, 1996

Equipment Description:

Twenty-three (23), 1500 Horsepower, SW1500 locomotives equipped with flexicoil trucks and M.U. capability. Built by EMD 1968-1974.

New Reporting
Mark & Number:

Old Reporting
Mark & Number:

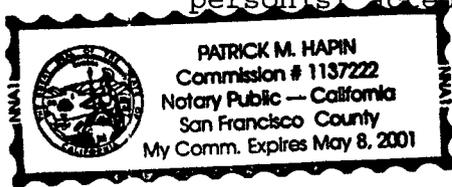
1. UP 1004	SSW 2522
2. UP 1005	NS 2291
3. UP 1006	NS 2302
4. UP 1007	SP 2504
5. UP 1008	NS 2309
6. UP 1009	SP 2684
7. UP 1010	SP 2473
8. UP 1011	NS 78
9. UP 1012	SP 2619
10. UP 1013	SP 2676
11. UP 1014	NS 2293
12. UP 1015	NS 2308
13. UP 1016	NS 80
14. UP 1017	NS 2296
15. UP 1018	NS 2304
16. UP 1019	NS 77
17. UP 1020	NS 2290
18. UP 1021	NS 2305
19. UP 1022	NS 79
20. UP 1023	NS 2300
21. UP 1024	NS 2314
22. UP 1025	NS 81
23. UP 1026	NS 2301

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

On August 28, 1997, before me, Patrick M. Hapin - Notary Public
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
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.

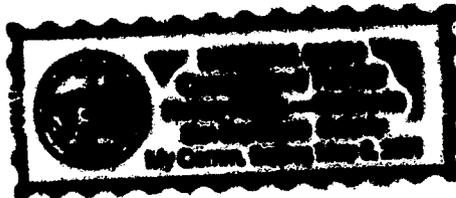


Witness my hand and official seal.

Patrick M. Hapin
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

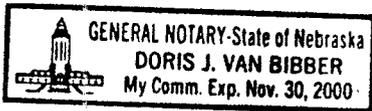


On August 11, 1997, before me, Doris Van Bibber,
personally appeared Charles R. Eisele, VP - Purchasing of
UNION PACIFIC RAILROAD COMPANY,

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.



Doris Van Bibber
SIGNATURE OF THE NOTARY

[Notarial Seal]

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