

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. 20369-6 FILED

OCT 28 '97 10-28AM

Dear Mr. Williams:

Enclosed are two (2) originals of Memorandum of Locomotive Lease Agreement made as of October 16, 1996 intended to evidence Schedule No. 8 dated as of June 10, 1997 ("**Schedule No. 8**") 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: See Exhibit A for full descriptions.

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 November 19, 1996 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)

OCT 28 97

10-28 AM

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT made as of October 16, 1996 is intended to evidence Schedule No. 8 dated as of June 10, 1997 ("Schedule No. 8") 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. 8.

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: M. J. Cronin

Title: President

Title: AVP. PURCHASING

Date: 8-27-97

Date: 8/12/97

EXHIBIT A

To the Memorandum of Locomotive Lease Agreement

Dated June 10, 1997

1. Group A Units

Equipment Description:

Two (2), 1500 horsepower, MP15DC locomotives built by EMD 1974.

Reporting

Mark & Number:

UP 1289

UP 1290

2. Group B Units

Equipment Description:

Two (2), 1500 horsepower, MP15AC locomotives built by EMD 1978.

Reporting

Mark & Number:

UP 1429

UP 1430

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-

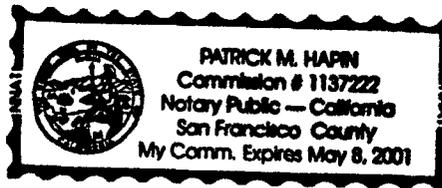
— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), 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)

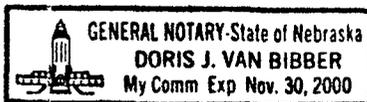


On August 12, 1997, before me, Doris Van Bibber,
personally appeared M. J. Cronin, AVP - Purchasing of
UNION PACIFIC RAILROAD COMPANY,

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]