

860

New Number

- A  
- B  
- C

ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD\*  
CHARLES T KAPPLER  
JOHN H DOYLE\*  
JAMES C MARTIN, JR \*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD** RECORDATION NO **16971**  
200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2079  
(202) 393-2266  
OF COUNSEL  
URBAN A LESTER  
TELEX  
440367 A AND A  
TELEFAX  
(202) 393-2156

RECORDATION NO **16971** FILED 1425

AUG 17 1990 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

August 17, 1990

0-229A001

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO **16971** FILED 1425

RECORDATION NO **16971** FILED 1425

AUG 17 1990 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:-

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) original copies each of 1) a Memorandum of Lease of Railroad Equipment dated as of March 19, 1990 ("Lease"), 2) Amendment 1 to Lease of Railroad Equipment dated March 19, 1990 ("Amendment"), 3) Memorandum of Security Agreement dated as of August 17, 1990 ("Security Agreement") and 4) Assignment of Lease dated as of August 17, 1990 ("Assignment"). The Lease and the Security Agreement are primary documents; and the Amendment and Assignment are secondary documents.

The names and addresses of the parties to the Lease and Amendment are:

Lessor: Helm-Pacific Leasing  
One Embarcadero Center  
San Francisco, California 94111

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

The names and addresses of the parties to the Security Agreement and the Assignment are:

Debtor/Assignor: Helm-Pacific Leasing  
One Embarcadero Center  
San Francisco, California 94111

AUG 17 10 02 AM '90  
MOTOR OPERATING UNIT

*Countersigned: C. T. Kappler*

Mr. Sidney L. Strickland, Jr.  
August 17, 1990  
Page Two

Secured Party/  
Assignee: The Philadelphia National Bank  
Broad and Chestnut Streets  
Philadelphia, Pennsylvania 19107

A description of the railroad equipment covered by the enclosed documents is:

One hundred fifty (150) 100-ton Jumbo Trough Hatch Grain Hopper Railcars bearing TNM reporting marks and road numbers 1061 through 1210, both inclusive.

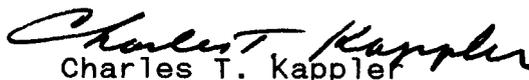
Also enclosed is a check in the amount of \$60 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

A short summary of the enclosed primary and secondary documents to appear in the Commission's Index is:

Memorandum of Lease, as amended by Amendment 1 to Lease of Railroad Equipment, each dated as of March 19, 1990, between Helm-Pacific Leasing, Lessor, and Union Pacific Railroad Company, Lessee; Memorandum of Security Agreement and Assignment of Lease, each dated as of August 17, 1990, between Helm-Pacific Leasing, Debtor/Assignor and The Philadelphia National Bank, Secured Party/Assignee, covering 150 Grain Hopper Railcars, TNM 1061 -TNM 1210, both inclusive.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

8/17/90

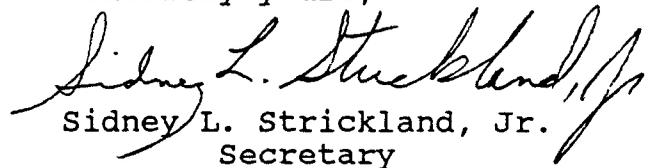
OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th Street N.W.  
Washington, D.C. 20006

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 8/17/90 at 10:10am , and assigned recordation number(s). 16971 16971-A, 16971-B, & 16971-C

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

ANNEX C

AUG 17 1990 - 10 10 AM

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of March 19<sup>+D</sup>, 1990 (the "Lease") between Helm Pacific Leasing, a Nebraska joint venture (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. The Lessor is the owner of the covered hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 19<sup>+D</sup> day of March 1990.

LESSOR

HELM PACIFIC LEASING

By: D. R. Eds

Title: Executive Vice President

LESSEE

UNION PACIFIC RAILROAD COMPANY

By: W. A. Beales

Title: V.P. Purch. & Mat'l

**SCHEDULE A**

to

**Memorandum of Lease of Railroad Equipment**

**Dated as of March 19, 1990**

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 Ton Jumbo Trough Hatch Grain Hoppers	150	TNM 1061 through TNM 1210

STATE OF California,  
COUNTY OF San Francisco ) S

On this 25<sup>th</sup> day of April, 1990, before me personally appeared David R. Estler, to me personally known, who, being by me duly sworn, says that he is E.V.P. of HELM PACIFIC LEASING, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation on behalf of Helms-Pacific Leasing.

Elena F. Gary  
Notary Public

My Commission Expires: July 24, 1992

[Notarial Seal]



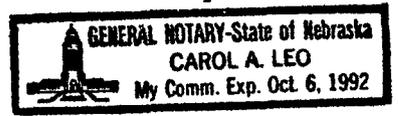
STATE OF NEBRASKA )  
COUNTY OF DOUGLAS ) S

On this 9<sup>th</sup> day of April, 1990, before me personally appeared W. A. Bales, to me personally known, who, being by me duly sworn, says that he is VP-Supply of Union Pacific Railroad 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.

Carol A. Leo  
Notary Public

My Commission Expires: October 6, 1992

[Notarial Seal]





LAW DEPT. C.D.  
UNION PACIFIC  
OMAHA