

0-365A005

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE
ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277 7200
FACSIMILE 213 201 5219

AREA CODE 312 346-8000
TELEX 25222
FACSIMILE 312 269 8869

17160

RECORDATION NO

DEC 31 1990 - 9 10 AM

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WASHINGTON, D C 20006-4004
AREA CODE 202 463 2400
FACSIMILE 202 828 5393

NEW YORK OFFICE
767 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715 9000
FACSIMILE 212 752 3116

SACRAMENTO OFFICE
770 L STREET
SUITE 1150
SACRAMENTO, CALIFORNIA 95814-3325
AREA CODE 916 446 3970
FACSIMILE 916 446 4214

INTERSTATE COMMERCE COMMISSION

SAN FRANCISCO OFFICE
CALIFORNIA STREET
SUITE 2900
SAN FRANCISCO, CALIFORNIA 94111-5858
AREA CODE 415 397-2823
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INTERSTATE COMMERCE COMMISSION

December 31, 1990

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INTERSTATE COMMERCE COMMISSION

\$45.00 filing fee

DEC 31 9 05 AM '90
NOTOR OPERATING UNIT

Carolyne G.H. Korman

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed documents.

I have enclosed originals and certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

New number

1. The first document is a Memorandum of Lease, a primary document, dated December 20, 1990.

The names and addresses of the parties to the document are as follows:

Lessor: Helm-Pacific Leasing
1416 Dodge Street
Omaha, Nebraska 68179

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

- A 2. Also enclosed is a second document to be filed as a secondary document. The document is:

- B next page

ICC

Page 2

Assignment of Lease, a secondary document, dated December 28, 1990.

The primary document to which this is connected is recorded with this letter.

The names and addresses of the parties to this document are as follows:

Assignor: Helm-Pacific Leasing
1416 Dodge Street
Omaha, Nebraska 68179

Assignee: American National Bank and Trust Company of
Chicago, as trustee under Trust Agreement dated
as of December 28, 1990 and known as
Trust No. 34110007.
33 North LaSalle Street
Chicago, Illinois 60690
Attention: Corporate Trust

- B 3. Also enclosed is a third document to be filed as a secondary document. The document is:

Assignment and Security Agreement, a secondary document, dated December 28, 1990.

The primary document to which this is connected is recorded with this letter.

The names and addresses of the parties to this document are as follows:

Assignor: American National Bank and Trust Company of
Chicago, as trustee under Trust Agreement dated
as of December 28, 1990 and known as
Trust No. 34110007.
33 North LaSalle Street
Chicago, Illinois 60690
Attention: Corporate Trust

Helm-Pacific Leasing
1416 Dodge Street
Omaha, Nebraska 68179

Assignee: The CIT Group/Equipment Financing, Inc.
270 Park Avenue
New York, New York 10017

A description of the equipment covered by each document follows:

5 4-pocket open topped hopper railroad cars with rotary couplers manufactured by Trinity Industries, Inc. in 1990 having the following serial numbers and currently bearing or in the future to be bearing the running marks and numbers:

Serial Numbers: 20100-20104, inclusive

Running Numbers: TNM 20100-20104, inclusive

A fee of \$45.00 (\$15.00 for each document to be filed) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to the person bearing this letter.

A short summary of the documents to appear in the index follows:

1. Memorandum of Lease between Helm-Pacific Leasing, 1416 Dodge Street, Omaha, Nebraska 68179 (Lessor) and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179 (Lessee), covering 5 open top hopper railroad cars.
2. Assignment of Lease from Helm-Pacific Corporation, 1416 Dodge Street, Omaha, Nebraska 68179 (Assignor) to American National Bank and Trust Company of Chicago, at Trustee, 33 North LaSalle Street, Chicago, Illinois 60690 (Assignee), covering 5 open top hopper railroad cars.
3. Assignment and Security Agreement between American National Bank and Trust Company of Chicago, at Trustee, 33 North LaSalle Street, Chicago, Illinois 60690 ("Lessee") and Helm-Pacific Leasing, 1416 Dodge Street, Omaha, Nebraska 68179 ("Beneficiary") (Assignors) and The CIT Group/Equipment Financing, Inc., 270 Park Avenue, New York, New York 10017 (Assignee) dated December 28, 1990, and covering 5 open top hopper railroad cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/tg
Enclosures

ANNEX ___

DEC 31 1990 -9¹⁰ 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 December 18, 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 lessee of the open top 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 20th day of December, 1990.

LESSOR:

HELM-PACIFIC LEASING

By: Helm Pacific Corporation, its
Joint Venturer

By: 
Its: President

By: Union Pacific Venture Leasing,
Incorporated, its Joint
Venturer

By: 
Its: PRESIDENT

LESSEE:

UNION PACIFIC RAILROAD COMPANY, a
Utah corporation

By: 
Its: AVP Leasing

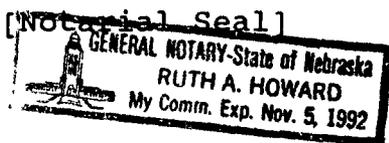
STATE OF Nebraska)
) S.S
COUNTY OF Douglas)

On this 31st day of December, 1990, before me personally appeared W. H. Rettinger, to me personally known, who, being by me duly sworn, says that he is AVP-Purchasing of Union Pacific Railroad Company, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth A. Howard
NOTARY PUBLIC

My Commission Expires:

11/5, 1992



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

The foregoing instrument was acknowledged before me this 24th day of December, 1990 by Richard C. Kichner of Helm Pacific Corporation, a California corporation and a general partner of Helm-Pacific Leasing, a Nebraska joint venture, on behalf of the joint venture.



NOTARY PUBLIC

My Commission Expires:

July 16, 1993

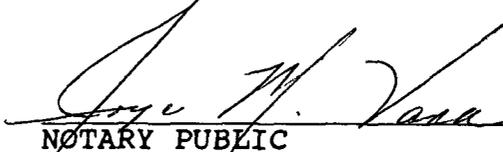
[Notarial Seal]



STATE OF NEBRASKA
COUNTY OF DOUGLAS

)
) S.S
)

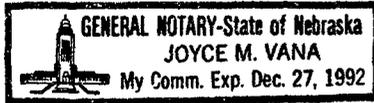
The foregoing instrument was acknowledged before me this 26 day of December, 1990 by CHARLES R. ELSELE of Union Pacific Venture Leasing, Incorporated, a Delaware corporation and a general partner of Helm-Pacific Leasing, a Nebraska joint venture, on behalf of the joint venture.


NOTARY PUBLIC

My Commission Expires:

12/27, 1992

[Notarial Seal]



SCHEDULE A
TO
MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
DATED AS OF DECEMBER 18, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 Ton, 3610 Cubic foot capacity, quadruple pocket open top coal hopper cars	5	TNM 20100-20104