

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

2-076A000

March 12, 1992

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 17728 FILED 1425

MAR 16 1992 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of October 15, 1991 between the following parties:

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

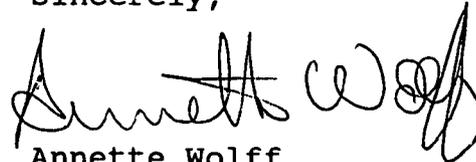
Lessee: Helm Pacific-Leasing  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: (23) Side Dump Railcars  
See Schedule A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$16 is enclosed. Thank you.

Sincerely,



Annette Wolff  
Manager of Operations

AW/tw  
Enclosures

MAR 16 6 44 PM '92  
MOTOR OFFICE UNIT  
MORNING UNIT  
MAR 13 6 49 PM '92

MAR 13 6 49 PM '92  
MOTOR OFFICE UNIT  
MORNING UNIT

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

MAR 16 1992 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of October 15, 1991 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessee"), and Union Pacific Railroad Company, a Utah corporation (the "Lessor"), 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 side dump railcars, 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 4<sup>th</sup> day of March, 1992.

LESSOR

UNION PACIFIC RAILROAD COMPANY

By: Jerry J. Halverson  
Title: AVP - Supply

LESSEE

HELM-PACIFIC LEASING,  
By: HELM PACIFIC CORPORATION,  
its Joint Venturer

By: Richard C. Clark *aw*  
Title: President

AND

UNION PACIFIC VENTURE LEASING,  
INC., its Joint Venturer

By: D. Charles Lewis  
Title: President - UPV

SCHEDULE A

TO

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

DATED AS OF OCTOBER 15, 1991

GROUP A

<u>Equipment Description</u>	<u>Equipment Numbers</u>
Nineteen (19) 50 cubic yard Magor and Difco side dump railcars	MP 055109
	MP 055115
	MP 055117
	MP 055118
	MP 055123
	MP 055132
	MP 055161
	MP 055171
	MP 055177
	MP 055182
	MP 055184
	MP 055196
	MP 055219
	MP 055222
	MP 055227
	MP 055230
	MP 055710
	MP 055714
	MP 055728

GROUP B

<u>Equipment Description</u>	<u>Equipment Numbers</u>
Four (4) 40 cubic yard Magor side dump railcars	UP 908003
	UP 908011
	UP 908013
	UP 908021

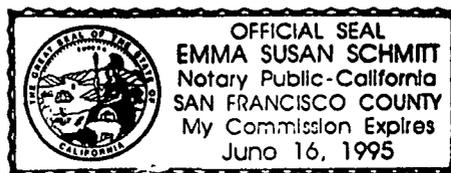
STATE OF California )  
COUNTY OF San Francisco ) ss:

On this 19th day of February, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM PACIFIC CORPORATION, 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 on behalf of HELM-PACIFIC LEASING.

Emma Susan Schmitt  
Notary Public

My Commission expires: \_\_\_\_\_

[Notarial Seal]

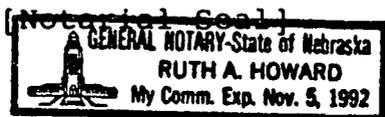


STATE OF Nebraska )  
COUNTY OF Douglas ) ss:

On this 4 day of March, 1992, before me personally appeared D. Chandler Lewis, to me personally known, who, being by me duly sworn, says that he is President of UNION PACIFIC VENTURE LEASING CORPORATION, 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 on behalf of HELM-PACIFIC LEASING.

Ruth A. Howard  
Notary Public

My Commission expires: 11/5/92



STATE OF Nebraska )  
COUNTY OF Douglas ) SS:

On this 4 day of March, 1992, before me personally appeared Jerry J. Babushka, to me personally known, who, being by me duly sworn, says that he is AVP - 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.

Ruth A. Howard  
Notary Public

My Commission expires: 11/5/92

