

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4610

RECORDATION NO. 18249 FILED 1425

JUN 2 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

May 28, 1993

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of March 8, 1993 between the following parties:

Lessor: Helm-Pacific Leasing,  
a Joint Venture

By: Helm Pacific Corporation,  
its Joint Venturer  
c/o Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

and

By: Union Pacific Venture,  
its Joint Venturer  
1416 Dodge Street  
Omaha, NE 68179

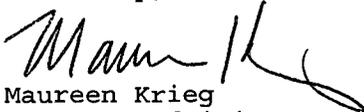
Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

The equipment involved in this transaction is as follows:

Equipment: Twenty-five (25) Boxcars (See Schedule A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,

  
Maureen Krieg  
Contract Administrator

mek  
Enclosures (2)

JUN 2 1993 6:55 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 8, 1993 (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. Lessor has the right to Lease the twenty-five (25) boxcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

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

HELM-PACIFIC LEASING  
By: Helm Pacific Corporation  
its Joint Venturer

UNION PACIFIC  
RAILROAD COMPANY

\*By: [Signature]

By: [Signature]

Title: President

Title: AVR Supply

Date: 05/18/93

Date: 5/17/93

By: Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

By: D. Chandler Lewis

Title: President - UPVL

Date: 5-7-93

**SCHEDULE A**

to

**Memorandum of Lease of Railroad Equipment  
Between Helm-Pacific Leasing and Union Pacific Railroad Company**

**Dated as of March 8, 1993**

**Equipment Description**

Twenty-five (25), sixty (60) foot, one hundred (100) ton, sliding door, twin bulkheaded, boxcars.

**Equipment Numbers**

TNM 220000 - 220024  
(inclusive)



STATE OF NEBRASKA       )  
  ) §  
COUNTY OF DOUGLAS     )

On this 17 day of May, 1993, before me personally appears Gregory J. Haddock to me personally known, who being by me duly sworn says that he is a FVP 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 G. Howard  
Notary Public

My Commission Expires: 11/5/96

[Notarial Seal] GENERAL NOTARY-State of Nebraska  
A. HOWARD  
My Comm Exp Nov 5, 1996