

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

October 14, 1993

18438
AGREEMENT NO. FILED CASE

OCT 15 1993 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

OCT 15 1 32 PM '93

RECEIVED
OFFICE OF THE
SECRETARY

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 July 29, 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 Leasing Corporation,
its Joint Venturer
1416 Dodge Street
Omaha, NE 68179

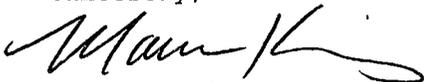
Lessee: KRC Aggregate, Inc
d/b/a Anchorage Sand & Gravel Co
1040 O'Malley Road
Anchorage, AK 99515

The equipment involved in this transaction is as follows.

Equipment: Eighty (80) Open Top Hopper Railcars (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)

Interstate Commerce Commission
Washington, D.C. 20423

10/20/93

OFFICE OF THE SECRETARY

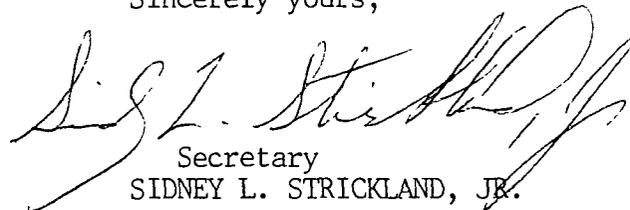
Maureen Krieg
Contract Administrative
Helm-Pacific Leasing
One Embarcadero Center
San Francisco, CA. 94111

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 **10/15/93** at **1:40pm**, and assigned
recordation number(s).

18438, 15041-D, 15764-G, 17606-A & 17728-A

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

OCT 15 1993 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated July 29, 1993 is intended to evidence the Lease of Railroad Equipment, dated as of July 29, 1993 (the "Lease") between HELM-PACIFIC LEASING, a Nebraska joint venture (the "Lessor"), and KRC AGGREGATE, INC., d/b/a ANCHORAGE SAND & GRAVEL CO., a Delaware 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 eighty (80) open top hopper railcars, 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 authority, have executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

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

KRC AGGREGATE, INC.,
d/b/a ANCHORAGE SAND &
GRAVEL CO.

By: [Signature]
Title: 8/16/93
Date: President

By: [Signature]
Title: President
Date: 6 Aug 1993

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: D. Chandler Lewis
Title: President - UPVL
Date: 12 Aug 1993

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment dated July 29, 1993 between Helm-Pacific Leasing and KRC Aggregate, Inc., d/b/a Anchorage Sand & Gravel Co.

Equipment Description:

Eighty (80), 4 compartment, 100 - ton, 3,610 cubic foot capacity, open top hopper railcars with 45 degree slope sheets; manufactured by Trinity Railcar in 1990.

Unit Numbers:

TNM	20000	TNM	20047	TNM	20094
	20001		20048		20095
	20003		20049		20096
	20004		20050		20098
	20008		20051		20099
	20009		20053		20100
	20010		20054		20103
	20011		20055		20104
	20012		20056		
	20013		20057		
	20015		20058		
	20016		20059		
	20017		20060		
	20018		20061		
	20021		20062		
	20022		20063		
	20023		20064		
	20024		20065		
	20025		20067		
	20026		20068		
	20027		20069		
	20029		20071		
	20030		20072		
	20031		20074		
	20032		20075		
	20033		20076		
	20034		20077		
	20035		20078		
	20036		20079		
	20037		20080		
	20038		20082		
	20039		20083		
	20040		20084		
	20043		20085		
	20045		20088		
	20046		20093		

STATE OF ALASKA)
) §
MUNICIPALITY OF ANCHORAGE)

On this 10th day of August, 1993, before me personally appears Herbert C. Lang, to me personally known, who being by me duly sworn says that he is a President of **KRC AGGREGATE, INC., d/b/a ANCHORAGE SAND & GRAVEL CO.**, 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.

Alana L. Carter
Notary Public

My Commission Expires: 5/18/95

[Notarial Seal]