

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

April 23, 2001

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

RECORDATION NO. 23466 FILED

APR 25 '01 : 1-54 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are three (3) originals of the **Memorandum of Schedule to the Master Railcar Lease Agreement** dated as of December 14, 2000 ("Memorandum") evidencing **Schedule No. 3** dated December 14, 2000 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: The Burlington Northern and  
Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76161-0061

**A short summary of the document to appear in the index follows:**

Memorandum of Schedule to the Master Railcar Lease Agreement evidencing **Schedule No. 3** dated as of December 14, 2000 to it's Master Railcar Lease Agreement dated as of December 14, 2000 between Helm Financial Corporation as Lessor and The Burlington Northern and Santa Fe Railway Company as Lessee covering two hundred twenty-five (225) railcars with the marks **AEPX** and numbers **1131-1497 (ni)** and **HLMX 42000-42088 (ni)** and **HPJX 20006-40622 (ni)**.

Please file this Memorandum as a primary document and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)

etb/mem/bur01283.fin

ad/04/23/01

MEMORANDUM OF SCHEDULE  
TO THE  
MASTER RAILCAR LEASE AGREEMENT



THIS MEMORANDUM OF SCHEDULE TO THE MASTER RAILCAR LEASE AGREEMENT ("Memorandum") is dated as of December 14, 2000 and is intended to evidence that certain Schedule No. 3 dated as of December 14, 2000 ("Schedule") to that certain Master Railcar Lease Agreement dated as of June 27, 1997 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("Lessee"), pursuant to which Lessor has leased to Lessee the rail equipment, more fully described in Annex A attached hereto (the "Cars"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to sublease the Cars upon the terms and conditions provided in the Master Lease and Schedule.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

OM

By: John F. Dains

By: R. C. Knox

Print Name: John F. Dains

Print Name: R. C. Knox

Title: President

Title: Director Freight Equipment

RECORDATION NO. 23466 FILED

APR 25 '01 : 1:54 PM

SURFACE TRANSPORTATION BOARD

OM

**ANNEX A**

To the Memorandum of Schedule to the Master Railcar Lease Agreement dated as of December 14, 2000 evidencing Schedule No. 3 dated December 14, 2000 to that certain Master Railcar Lease Agreement dated as of June 27, 1997 between Helm Financial Corporation and The Burlington Northern and Santa Fe Railway Company

	<u>MARK</u>	<u>NUMBER</u>		<u>MARK</u>	<u>NUMBER</u>		<u>MARK</u>	<u>NUMBER</u>		<u>MARK</u>	<u>NUMBER</u>
1	AEPX	1131	58	AEPX	1392	115	HLMX	42035	172	HPJX	40509
2	AEPX	1133	59	AEPX	1396	116	HLMX	42036	173	HPJX	40510
3	AEPX	1139	60	AEPX	1398	117	HLMX	42037	174	HPJX	40511
4	AEPX	1140	61	AEPX	1399	118	HLMX	42038	175	HPJX	40512
5	AEPX	1144	62	AEPX	1400	119	HLMX	42039	176	HPJX	40513
6	AEPX	1151	63	AEPX	1404	120	HLMX	42041	177	HPJX	40515
7	AEPX	1160	64	AEPX	1420	121	HLMX	42043	178	HPJX	40517
8	AEPX	1164	65	AEPX	1424	122	HLMX	42046	179	HPJX	40522
9	AEPX	1166	66	AEPX	1425	123	HLMX	42047	180	HPJX	40524
10	AEPX	1168	67	AEPX	1431	124	HLMX	42048	181	HPJX	40525
11	AEPX	1169	68	AEPX	1436	125	HLMX	42050	182	HPJX	40526
12	AEPX	1172	69	AEPX	1442	126	HLMX	42054	183	HPJX	40527
13	AEPX	1183	70	AEPX	1446	127	HLMX	42057	184	HPJX	40531
14	AEPX	1188	71	AEPX	1447	128	HLMX	42059	185	HPJX	40532
15	AEPX	1191	72	AEPX	1453	129	HLMX	42060	186	HPJX	40533
16	AEPX	1192	73	AEPX	1455	130	HLMX	42062	187	HPJX	40535
17	AEPX	1193	74	AEPX	1456	131	HLMX	42063	188	HPJX	40536
18	AEPX	1197	75	AEPX	1458	132	HLMX	42064	189	HPJX	40540
19	AEPX	1202	76	AEPX	1461	133	HLMX	42066	190	HPJX	40545
20	AEPX	1208	77	AEPX	1465	134	HLMX	42068	191	HPJX	40547
21	AEPX	1211	78	AEPX	1467	135	HLMX	42069	192	HPJX	40552
22	AEPX	1212	79	AEPX	1469	136	HLMX	42070	193	HPJX	40553
23	AEPX	1214	80	AEPX	1473	137	HLMX	42071	194	HPJX	40554
24	AEPX	1216	81	AEPX	1477	138	HLMX	42072	195	HPJX	40556
25	AEPX	1217	82	AEPX	1483	139	HLMX	42074	196	HPJX	40557
26	AEPX	1218	83	AEPX	1484	140	HLMX	42075	197	HPJX	40559
27	AEPX	1225	84	AEPX	1486	141	HLMX	42076	198	HPJX	40560
28	AEPX	1230	85	AEPX	1487	142	HLMX	42077	199	HPJX	40561
29	AEPX	1231	86	AEPX	1488	143	HLMX	42078	200	HPJX	40564
30	AEPX	1234	87	AEPX	1490	144	HLMX	42079	201	HPJX	40567
31	AEPX	1239	88	AEPX	1492	145	HLMX	42080	202	HPJX	40570
32	AEPX	1244	89	AEPX	1495	146	HLMX	42081	203	HPJX	40574
33	AEPX	1254	90	AEPX	1497	147	HLMX	42082	204	HPJX	40584
34	AEPX	1257	91	HLMX	42000	148	HLMX	42083	205	HPJX	40586
35	AEPX	1259	92	HLMX	42001	149	HLMX	42084	206	HPJX	40588
36	AEPX	1262	93	HLMX	42003	150	HLMX	42085	207	HPJX	40589
37	AEPX	1273	94	HLMX	42004	151	HLMX	42086	208	HPJX	40591
38	AEPX	1276	95	HLMX	42005	152	HLMX	42087	209	HPJX	40593
39	AEPX	1291	96	HLMX	42006	153	HLMX	42088	210	HPJX	40594
40	AEPX	1307	97	HLMX	42008	154	HPJX	20006	211	HPJX	40595
41	AEPX	1311	98	HLMX	42009	155	HPJX	20007	212	HPJX	40596
42	AEPX	1317	99	HLMX	42010	156	HPJX	20014	213	HPJX	40597
43	AEPX	1320	100	HLMX	42013	157	HPJX	20020	214	HPJX	40601
44	AEPX	1323	101	HLMX	42014	158	HPJX	20028	215	HPJX	40602
45	AEPX	1326	102	HLMX	42015	159	HPJX	20042	216	HPJX	40606
46	AEPX	1335	103	HLMX	42017	160	HPJX	20052	217	HPJX	40608
47	AEPX	1338	104	HLMX	42018	161	HPJX	20066	218	HPJX	40611
48	AEPX	1340	105	HLMX	42019	162	HPJX	20073	219	HPJX	40614
49	AEPX	1345	106	HLMX	42020	163	HPJX	20086	220	HPJX	40617
50	AEPX	1353	107	HLMX	42023	164	HPJX	20089	221	HPJX	40618
51	AEPX	1354	108	HLMX	42026	165	HPJX	20097	222	HPJX	40619
52	AEPX	1359	109	HLMX	42027	166	HPJX	20101	223	HPJX	40620
53	AEPX	1361	110	HLMX	42028	167	HPJX	40501	224	HPJX	40621
54	AEPX	1370	111	HLMX	42029	168	HPJX	40502	225	HPJX	40622
55	AEPX	1372	112	HLMX	42030	169	HPJX	40503			
56	AEPX	1385	113	HLMX	42031	170	HPJX	40506			
57	AEPX	1391	114	HLMX	42032	171	HPJX	40507			

*CM*

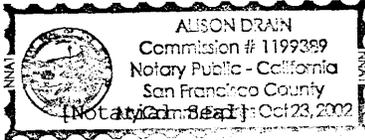
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On March 15<sup>th</sup>, 2001, before me, Alison Drain, personally appeared  
John F. Dains, President of **HELM FINANCIAL CORPORATION**,

personally known to me -OR-

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),  
or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

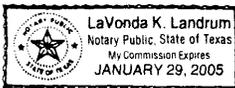
STATE OF Texas )  
 ) S.S.  
COUNTY OF Tarrant )

On March 7, 2001, before me, R.C. Koop, personally appeared  
\_\_\_\_\_ of **THE BURLINGTON NORTHERN  
AND SANTA FE RAILWAY COMPANY**,

personally known to me -OR-

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),  
or the entity upon behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

LaVonda K. Landrum  
SIGNATURE OF THE NOTARY