

**HELM-PACIFIC LEASING**  
JOINT VENTURE

RECORDATION NO.

FILED

SEP 23 '99

9-00 AM

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

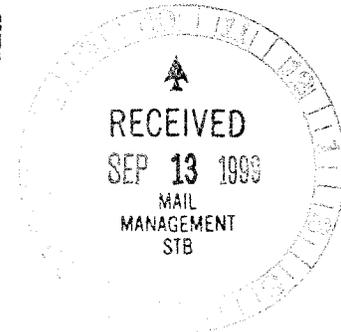
September 10, 1999

RECORDATION NO. 22714 FILED

SEP 23 '99

9-00 AM

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



Dear Mr. Williams:

Enclosed are four (4) originals of the **Memorandum of Net Lease Agreement** dated as of July 14, 1998 between the following parties:

Lessor: Helm-Pacific Leasing  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Keywell L.L.C.  
11900 South Cottage Grove Avenue  
Chicago, IL 60628

The equipment involved in this transaction is as follows:

Equipment: Thirty-eight (38) railcars as more fully described in Schedule A attached hereto.

Please file this memorandum as a primary document and return three (3) stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain  
Document Administrator

/ad  
Enclosures (3)

MEMORANDUM OF SEP 23 '99 9-00 AM  
NET LEASE AGREEMENT

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of July 14, 1998 and is intended to evidence that certain Net Lease Agreement dated as of July 14, 1998 ("Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and KEYWELL L.L.C., an Illinois limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

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  
  
HELM-PACIFIC LEASING  
By: Helm Pacific Corporation,  
a General Partner

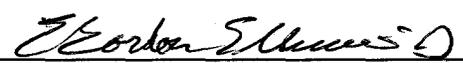
LESSEE  
  
KEYWELL L.L.C.

By: 

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

By: 

Print Name: E. Gordon Ellicott Jr.

Title: V.P. Transportation

By: 

Print Name: Eric L. Butler

Title: President

*CM*

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Thirty-eight (38) total railcars: two (2) 6,420 cubic foot capacity, and thirty-six (36) 6,500 cubic foot capacity, 100-ton, flat bottom woodchip type gondola railcars with 2 end doors.

Unit Numbers:

KEYX 8000-8037

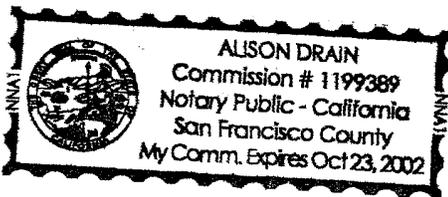
CM

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

On July 13<sup>th</sup>, 1999, before me, Alison Drain, personally appeared David R. Eckles, President of HELM PACIFIC CORPORATION,

X 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

[Notarial Seal]

STATE OF NEBRASKA )  
 ) S.S.  
COUNTY OF DOUGLAS )

On July 14, 1999, before me, Sheryl L Alvey, personally appeared Eric L. Butler, President of UNION PACIFIC VENTURE LEASING, INCORPORATED,

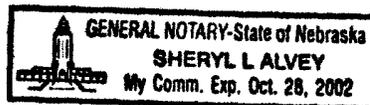
— personally known to me -OR-

✓ 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.

Sheryl L Alvey  
SIGNATURE OF THE NOTARY

[Notarial Seal]



CM

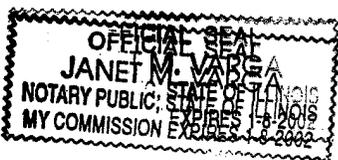
STATE OF ILLINOIS )  
 ) S.S.  
COUNTY OF COOK )

On June 3, 1999, before me, Janet Varga, personally  
appeared E. Gordon Elliott Jr., V.P. Transportation of  
KEYWELL L.L.C.,

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.



Janet M. Varga  
SIGNATURE OF THE NOTARY

[Notarial Seal]

*CM*