

No.   
 Date **DEC 16 1987**   
 Fee \$ 10.00   
 Washington, D. C.

**MANWELL & WES**  
ATTORNEYS AT LAW  
CITICORP CENTER  
ONE SANSOME STREET  
14TH FLOOR  
SAN FRANCISCO, CALIFORNIA 94104

TELEPHONE  
(415) 362-2375

TELECOPY  
(415) 362-1010

RECORDATION NO. 15041-C

December 14, 1987

**DEC 16 1987 - 10 48 AM**  
**INTERSTATE COMMERCE COMMISSION**  
OFFICE OF THE SECRETARY  
10 30 AM '87  
COMMUNICATIONS DIVISION

**7 350A030**

**VIA FEDERAL EXPRESS**

Ms. Noreta R. McGee  
Secretary of the Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed please find for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, seven (7) original 3rd Amendment to Lease of Railroad Equipment with 1st Amendment to Assignment Agreement (the "Amendment"). These are secondary documents.

The Amendment should be included as part of the primary filing recorded on September 2, 1986 at 3:10 p.m., Recordation No. 15041 and given the next available recordation number being 15041-C. The names and addresses of the primary parties to these documents and the subject equipment for this filing are:

- A. Parties: Lessor: HM Joint Venture  
Lessee: CSX Transportation, Inc.
- B. Addresses: Lessor: c/o Helm Equipment Leasing Corporation  
One Embarcadero Center  
Suite 3320  
San Francisco, CA 94111  
Lessee: 100 North Charles Street  
Baltimore, MD 21201
- C. Equipment: Bottom dump coal hopper cars bearing road numbers as follows:

<u>Number of Cars</u>	<u>Road Numbers</u>
940	HELX 36000-37199
1300	HELX 580000-581999

Enclosed is a check of this firm in the amount of \$10.00 to cover the filing fee for the Amendment.

Ms. Noreta R. McGee  
December 14, 1987  
Page Two

A short summary of the documents to appear in the Index is as follows:

1st Amendment to Lease of Railroad Equipment  
regarding Cars bearing road numbers HELX  
36000-37199 and HELX 580000-581999.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from ICC acknowledging the filing, and the extra copy of this letter of transmittal.

The undersigned certifies that she is acting as counsel to HM Joint Venture for purposes of this filing and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,



L. Celeste H. Blumer

LCHB:msp

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

L. Celeste H. Blumer  
Citicorp Center  
One Sansome Street, 14th Floor  
San Francisco, CA 94104

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 12/16/87 at 10:40AM, and assigned re-  
recording number(s). 15193-G, 15040-A & B, 15041-C

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

3rd AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

DEC 16 1987 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

This 3rd Amendment to Lease of Railroad Equipment as of August 1, 1986 and is entered into between HM Joint Venture, a Kentucky joint venture formed by Helm Equipment Leasing Corporation, a California corporation ("Helm") and Mansbach Realty Company, a Kentucky corporation ("Mansbach") ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee").

1. Correction. All references in the Lease of Railroad Equipment dated as of August 1, 1986, between Lessor and Lessee (the "Lease") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture, a Kentucky joint venture.

2. Lease Ratified and Affirmed. All other provisions of the Lease are ratified and reaffirmed.

IN WITNESS WHEREOF, this 3rd Amendment to Lease of Railroad Equipment has been executed by the authorized officials of the parties as of the date first above-written.

Attest:

HM JOINT VENTURE  
BY: MANSBACH REALTY COMPANY,  
Joint Venturer

By: Edward B. Renneker  
Title: Treasurer

By: Donald Mansbach  
Title: Pres.

Attest:

BY: HELM EQUIPMENT LEASING  
CORPORATION,  
Joint Venturer

By: William M. Pittman  
Title: SECRETARY

By: David R. Edl  
Title: EVP

Attest:

CSX TRANSPORTATION, INC.

By: Peterson Johnson  
Title: Corporate Secretary

By: Paul M. ...  
Title: Vice President-Equipment Group

Consent:

FIRST NATIONAL BANK OF LOUISVILLE

By: J. E. Withrow  
Title: Senior Vice President

STATE OF Kentucky )  
COUNTY OF Boyd ) ss.

I, Edward B. Renneker, a Notary Public in and for the state and county aforesaid, do hereby certify that Gerald Mansbach of MANSBACH REALTY COMPANY, a Kentucky corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 23 day of November, 1987.

Edward B. Renneker  
Notary Public

My commission expires  
Dec. 6, 1989

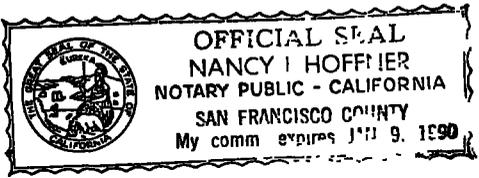
STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO ) ss.

I, NANCY L. HOFFNER, a Notary Public in and for the state and county aforesaid, do hereby certify that DAVID R. ECKLES of HELM EQUIPMENT LEASING CORPORATION, a California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is EXECUTIVE VICE PRESIDENT, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 17<sup>th</sup> day of November, 1987.

Nancy L. Hoffner  
Notary Public

My commission expires  
January 9, 1990





1st AMENDMENT TO ASSIGNMENT OF LEASE

This 1st Amendment to Assignment of Lease is dated as of August 22, 1986 and is entered into by HM Joint Venture, a Kentucky joint venture formed by Helm Equipment Leasing Corporation, a California corporation ("Helm") and Mansbach Realty Company, a Kentucky corporation ("Mansbach") ("Assignor") in favor of First National Bank of Louisville, a national banking association ("Assignee").

1. Correction. All references in the Assignment of Lease dated as of August 22, 1986, between Assignor and Assignee (the "Assignment") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture, a Kentucky joint venture.

2. Assignment Ratified and Affirmed. All other provisions of the Assignment are ratified and reaffirmed.

IN WITNESS WHEREOF, this 1st Amendment to Assignment of Lease has been executed by the authorized officials of the parties as of the date first above-written.

Attest:

By: Edward B. Renneker  
Title: Treas.

HM JOINT VENTURE  
By: MANSBACH REALTY COMPANY,  
Joint Venturer

By: Israel Mansbach  
Title: Pres.

Attest:

By: William M. Allen  
Title: SECRETARY

By: HELM EQUIPMENT LEASING  
CORPORATION,  
Joint Venturer

By: David R. Ehl  
Title: EVP

Consent:

FIRST NATIONAL BANK OF LOUISVILLE

By: J. E. Vittitor  
Title: Senior Vice President