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SAN FRANCISCO, CALIFORNIA 94104

December 8, 1987

TELEPHONE
(415) 362-2375

RECORDATION NO. 15168-A
FILED 1453

DEC 9 1987 11 28 AM '87
TELECOPY
(415) 362-1010

INTERSTATE COMMERCE COMMISSION

Date DEC 9 1987
Fee \$ 20.00

ICC Washington, D. C.

TOO OFFICE OF
THE STAFF
DEC 9 11 28 AM '87
MOTOR OPERATIONS UNIT

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 1st Amendment to Security Agreement with 1st Amendment to Consent and Agreement (the "Amendment"). These are secondary documents.

The Amendment should be included as part of the primary filing recorded on February 9, 1987 at 12:40 p.m., Recordation No. 15168 and given the next available recordation number being, 15168-A. The names and addresses of the primary parties to these documents and the subject equipment for this filing are:

- A. Parties: Debtor: HM Joint Venture
Secured Party: First National Bank of Louisville
- B. Addresses: Debtor: c/o Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
Secured Party: 101 S. Fifth Street
Louisville, KY 40202
- C. Equipment: 300 Hundred-ton bottom dump coal hopper cars, currently bearing road numbers VEPX 87000-87499

Please cross-index the Amendment with the following document:

Recordation No. 15167 - Lease of Railroad Equipment dated December 8, 1986 between HM Joint Venture and Virginia Electric and Power Co.

Enclosed is a check of this firm in the amount of \$20.00 to cover the filing fee for the Amendment (\$10.00), and the fee for the cross-indexing of each document (\$10.00).

Ms. Noreta R. McGee
December 8, 1987
Page Two

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

1st Amendment to Security Agreement with 1st
Amendment to Consent and Agreement regarding
Cars bearing road numbers VEPX 87000-87499.

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,

A handwritten signature in cursive script that reads "L. Celeste H. Blumer". The signature is written in dark ink and is positioned above the typed name.

L. Celeste H. Blumer

LCHB:msp

Enclosures

1st AMENDMENT TO SECURITY AGREEMENT

RECORDATION NO. 15168-A
FORM 1420

DEC 9 1987 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

This 1st Amendment to Security Agreement is dated as of December 23, 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") ("Debtor") and First National Bank of Louisville, a national banking association ("Secured Party").

1. Correction. All references in the Security Agreement dated as of December 23, 1986, between Debtor and Secured Party (the "Agreement") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture as a Kentucky joint venture.

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

IN WITNESS WHEREOF, this 1st Amendment to Security Agreement 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: Treas.

By: David Bruce Gault
Title: Pres.

Attest:

By: HELM EQUIPMENT LEASING
CORPORATION,
Joint Venturer

By: William M. Felt
Title: Secretary

By: David R. Edl
Title: EVP

Attest:

FIRST NATIONAL BANK OF
LOUISVILLE

By: [Signature]
Title: ST. LOUIS OFFICE

By: J. E. Vittoria
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 Pres., 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 Nov., 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 17th day of NOVEMBER, 1987.

Nancy L. Hoffner
Notary Public

My commission expires January 9, 1990



STATE OF Kentucky)
COUNTY OF Jefferson) ss.

I, Darlene Sapp Waters, a Notary Public in and for the state and county aforesaid, do hereby certify that J. E. Hutton of FIRST NATIONAL BANK OF LOUISVILLE, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is SA 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 27th day of November, 1987.

Darlene Sapp Waters
Notary Public

My commission expires
Notary Public, State at Large, KY
My commission expires Apr. 10, 1989

1ST AMENDMENT TO CONSENT AND AGREEMENT

This 1st Amendment to Consent and Agreement is dated as of December 8, 1986 and is entered into by Virginia Electric and Power Company, a Virginia public service corporation ("Lessee") in favor of First National Bank of Louisville, a national banking association ("Secured Party").

1. Correction. All references in the Consent and Agreement dated as of December 8, 1986, (the "Consent and Agreement") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture, a Kentucky joint venture.

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

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

Attest:

VIRGINIA ELECTRIC AND POWER
COMPANY

By: [Signature]
Title: Asst. Corp. Sec.

By: [Signature]
Title: Vice President, Procurement

Consent:

FIRST NATIONAL BANK OF
LOUISVILLE

By: [Signature]
Title: Senior Vice President