



RECORDATION NO. 15193-B Filed 1425

RECORDATION NO. 15193-C Filed 1425

JUL 2 1987 - 3 25 PM

JUL 2 1987 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION
Department
100 North Charles Street
Baltimore, MD 21201

July 1, 1987

7-183A057

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

No.
Date JUL 2 1987
Fee \$ 20.00

Dear Ms. McGee:

ICC Washington, D.C.

Re: Documents for Recordation
49 USC § 11303

I have enclosed an original and copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

(A) The first document, identified as "First Amendment to Lease of Railroad Equipment" is dated April 1, 1987. A memorandum of the aforementioned lease, dated February 16, 1987, is on file with the Commission and bears filing number 15193. I believe this document should bear filing number 15193-B.

The names and addresses of the parties to the documents are as follows:

Lessor: HM Joint Venture, a Kentucky joint venture
c/o Helms Equipment Leasing Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.
Attn: Treasury Department
100 North Charles Street
Baltimore, MD 21201

Lender: First National Bank of Louisville
P.O. Box 36000
Louisville, KY 40233

JUL 2 3 18 PM '87
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

A description of the equipment covered by the document follows:

Three hundred, 100-ton open top hopper cars, all having AAR mechanical designation H450 and having reporting marks C&O 10000-10330. (Thirty of the foregoing numbers will be held in reserve.)

(B) The second document, identified as "First Amendment to Non-Recourse Note and Security Agreement" is dated April 1, 1987. A memorandum of the aforementioned document, dated March 11, 1987 concerns the identical equipment and is also on file with the Commission, bearing filing number 15193-A. I believe this document should bear filing number 15193-C.

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The names and addresses of the parties to the document are as follows:

Debtor: HM Joint Venture, A Kentucky joint venture
c/o Helm Equipment Leasing Corporation
One Embarcadero Center
San Francisco, CA 94111

Secured Party: First National Bank of Louisville
P.O. Box 36000
Louisville, KY 40233

Acknowledging
Party: CSX Transportation, Inc.
Attn: Treasury Department
100 North Charles Street
Baltimore, MD 21201

A description of the equipment covered by the document follows:

Three hundred, 100-ton open top hopper cars, all having AAR mechanical designation H450 and having reporting marks C&O 10000-10330. (Thirty of the foregoing numbers will be held in reserve.)

Five (5) originals of the lease amendment and one (1) original and four (4) copies of the note are enclosed. After filing, please return the originals and all extra copies of the documents to me at the following address:

John W. Humes, Jr.
Senior General Attorney
CSX Transportation
100 North Charles Street
Baltimore, MD 21201

A check in the amount of \$20.00 for the total filing fee of both documents is enclosed.

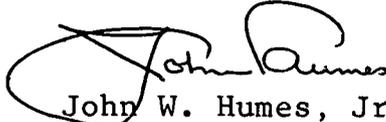
A short summary of each document follows:

A. Amendment to Primary Document: An amendment to a lease between HM Joint Venture, c/o Helm Equipment Leasing Company, One Embarcadero Center, San Francisco, California, as Lessor and CSX Transportation, Inc., 100 North Charles Street, Baltimore, MD 21201, as Lessee, covering three hundred 100-ton open top hopper cars.

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B. Amendment to Secondary Document: An amendment to a note/agreement between HM Joint Venture, c/o Helm Equipment Leasing Company, One Embarcadero Center, San Francisco, CA 94111, Debtor, First National Bank of Louisville, P.O. Box 36000, Louisville, KY 40233, as Secured Party; and CSX Transportation, Inc., Attn: Treasury Department, 100 North Charles Street, Baltimore, MD 21201, as Acknowledging Party; covering three hundred 100-ton open top hopper cars.

Very truly yours,


John W. Humes, Jr.
Sr. General Attorney

JWH/plb

Enclosures

bc: Ms. L.C.H. Blumer
Mr. G. R. Guess

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/2/87

CSX Transportation
100 North Charles
Baltimore, Maryland 21201

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/2/87 at 3:25 PM, and assigned re-
recording number(s).

ISI93-B and ISI93-C

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

JUL 2 1987 - 3 25 PM

FIRST AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT is entered into as of April 1, 1987 between HM JOINT VENTURE, a joint venture organized under the laws of the State of Kentucky (hereinafter called the "Lessor") and CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called the "Lessee").

WHEREAS, the Lessor and the Lessee entered into a Lease of Railroad Equipment, dated as of February 16, 1987 (the "Lease"). All terms not defined herein shall have the same meanings as in the Lease;

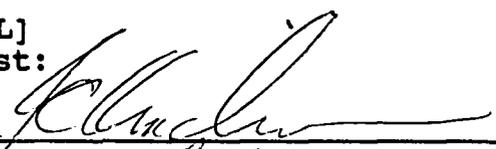
WHEREAS, the Lessor and the Lessee desire to change the final delivery date for the Cars.

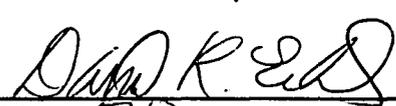
NOW, THEREFORE, the parties hereby agree to amend the Lease as follows:

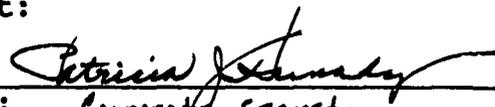
1. Change of Delivery Date. The date April 1, 1987 specified in Section 2 on page 2 of the Lease is hereby changed to May 1, 1987.

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

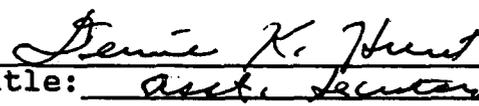
IN WITNESS WHEREOF, this First Amendment to Lease of Railroad Equipment has been executed by the authorized officials of the parties as of the date first above-written.

[SEAL]
Attest:

Title: Pres.

HM JOINT VENTURE
BY: HELM EQUIPMENT LEASING CORPORATION, Joint Venturer
By: 
Title: EVP

[SEAL]
Attest:

Title: Corporate Secretary

CSX TRANSPORTATION, INC.
By: 
Title: VICE PRESIDENT - CSX Equipment

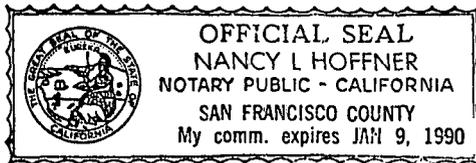
CONSENT:
[SEAL]
Attest:

Title: Asst. Secretary

FIRST NATIONAL BANK OF LOUISVILLE
By: 
Title: SR. Vice-President

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

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 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 3RD day of June, 1987.



Nancy L. Hoffner
Notary Public

My commission expires

January 9, 1990

STATE OF MARYLAND)
) SS.
CITY OF BALTIMORE)

I, HELEN S. KLEIN, a Notary Public in and for the state and city aforesaid, do hereby certify that DOUGLASS W. LIST of CSX TRANSPORTATION, INC., a Virginia Corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is 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 9TH day of June, 1987.

Helen S. Klein
Notary Public

My commission expires

JULY 1, 1990

STATE OF KENTUCKY)
) ss.
COUNTY OF Jefferson)

I, Darlene Sapp Watkins, a Notary Public in and for the state and county aforesaid, do hereby certify that J. E. Vittitow 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 Sr. 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 18th day of June, 1987.

Darlene Sapp Watkins
Notary Public

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