

No. 1
Date **DEC 16 1987**

Fee \$ **10.00**

ICC Washington, D. C.

TELEPHONE
(415) 362-2375

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

TELECOPY
(415) 362-1010

December 14, 1987

RECORDATION NO. **15193-G**

DEC 16 1987
10:37 AM '87
OPERATING UNIT
100 OFFICE OF
REGISTRY
INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

7 350A030

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, one (1) original and six (6) copies of Memorandum of First Amendment to First Supplement to Lease of Railroad Equipment with (the "Memorandum"). These are secondary documents.

The Memorandum should be included as part of the primary filing recorded on March 27, 1987 at 2:55 p.m., Recordation No. 15193 and given the next available recordation number being 15193-G. 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: 100 ton open-top coal hopper cars bearing road numbers as follows:

<u>Number of Cars</u>	<u>Road Numbers</u>
99	SOCX 17100-17127, SOCX 17129-17199

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:

Memorandum of First Amendment to First Supplement to Lease of Railroad Equipment regarding Cars bearing road numbers SOCX 17100-17127 and SOCX 17129-17199.

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. Belest 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,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

MEMORANDUM OF FIRST AMENDMENT TO
FIRST SUPPLEMENT TO LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 15193-G
FEB 1988

DEC 16 1987 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF FIRST AMENDMENT TO FIRST SUPPLEMENT OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the First Amendment to First Supplement to Lease of Railroad Equipment, dated as of June 25, 1987 (the "Amendment") between HM Joint Venture, a Kentucky joint venture (the "Lessor") and CSX Transportation, Inc., a Virginia corporation (the "Lessee"), for the purposes of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of ninety-nine (99) 100-ton bottom dump coal hopper cars more fully described in Annex A hereto (the "Cars"). The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in a First Supplement to Lease of Railroad Equipment, dated as of June 25, 1987 (the "Supplement"), the Lessor and the Lessee have amended the Supplement as provided in the Amendment attached hereto as Annex B.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of First Supplement to Lease as of this 25th day of June, 1987.

"Lessor"

HM JOINT VENTURE

BY: HELM EQUIPMENT LEASING
CORPORATION

Attest:

William M. Feltman
Title: Secretary

By: D. R. Ed
Title: EVP

Attest:

Edward B. Renneker
Title: Treas.

BY: MANSBACH REALTY COMPANY

By: Gerald Mansbach
Title: Pres.

"Lessee"

CSX TRANSPORTATION, INC.

Attest:

Patricia Kennedy
Title: Corporate Secretary

By: Dan [Signature]
Title: VIC PRESIDENT

**SCHEDULE A-1 TO
FIRST SUPPLEMENT TO LEASE OF RAILROAD EQUIPMENT**

OLD NUMBERS

UMP 7100	UMPX 7101-7102	WSOR 7104	WSOX 7128
UMP 7103	UMPX 7105	WSOR 7106-7107	WSOX 7153
UMP 7113-7114	UMPX 7108-7110	WSOR 7111-7112	WSOX 7192
UMP 7116	UMPX 7118	WSOR 7115	
UMP 7119	UMPX 7120	WSOR 7117	
UMP 7121-7122	UMPX 7124	WSOR 7123	
UMP 7127	UMPX 7125-7126	WSOR 7129	
UMP 7130	UMPX 7137	WSOR 7131	
UMP 7132	UMPX 7139	WSOR 7133-7135	
UMP 7136	UMPX 7146	WSOR 7140	
UMP 7138	UMPX 7164	WSOR 7143	
UMP 7141-7142	UMPX 7169	WSOR 7145	
UMP 7144	UMPX 7172	WSOR 7148	
UMP 7147	UMPX 7174	WSOR 7152	
UMP 7149-7151	UMPX 7176	WSOR 7154-7157	
UMP 7158	UMPX 7180-7181	WSOR 7159-7160	
UMP 7161	UMPX 7185	WSOR 7163	
UMP 7171	UMPX 7187-7191	WSOR 7165-7168	
UMP 7173	UMPX 7198	WSOR 7170	
UMP 7175		WSOR 7177	
UMP 7178		WSOR 7179	
UMP 7182-7183		WSOR 7184	
UMP 7186		WSOR 7193	
UMP 7194-7195		WSOR 7196-7197	
UMP 7199			

NEW NUMBERS

ALL MARKS WILL BE CHANGED TO THE PREFIX "SOCX" AND WILL HAVE THE NUMBER "1" PLACED IN FRONT OF EACH CAR NUMBER AFTER THE PREFIX SUCH THAT THE NEW SERIES IS SOCX 17100-17127, 17129-17199.

**FIRST AMENDMENT TO FIRST SUPPLEMENT
TO LEASE OF RAILROAD EQUIPMENT**

THIS AMENDMENT is entered into as of June 25, 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 First Supplement to Lease of Railroad Equipment, dated as of June 25, 1987 (the "Supplement"). All terms not defined herein shall have the same meanings as in the Supplement; and

WHEREAS, the Lessor and the Lessee wish to include a Casualty Schedule in the Supplement applicable to the Cars.

NOW, THEREFORE, the parties hereby amend the Supplement as follows:

1. Casualty Schedule. The following paragraph is added to Section 8 of the Supplement:

"The Casualty Value of the Cars shall be, as stated in Schedule B-1 attached hereto, which is in substitution of Schedule B to the Lease for purposes of this Supplement."

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

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

[SEAL]
Attest:

William M. Fitch
Title: SECRETARY

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

By: David R. Ed
Title: EVP

[SEAL]
Attest:

Edward B. Renneker
Title: Treas.

BY: MANSBACH REALTY COMPANY,
Joint Venturer

By: Maxwell Mansbach
Title: Pres

[SEAL]
Attest:

Stuvia Kennedy
Title: _____

CSX TRANSPORTATION, INC.

By: Douglas
Title: Vice-President

CONSENT:

[SEAL]
Attest:

[Signature]
Title: OPERATIONS OFFICE

FIRST NATIONAL BANK OF
LOUISVILLE

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

SCHEDULE B-1

<u>Payment Date</u>	<u>Casualty Value*</u>
Interim Period	\$ ★
Period 1	★
Period 2	★
Period 3	★
Period 4	★
Period 5	★
Period 6	★
Period 7	★
Period 8	★
Period 9	★
Period 10	★
Period 11	★
Period 12	★

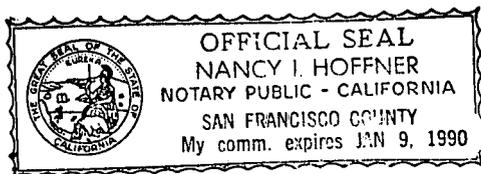
* Assumes rental payment has been made.

** The figures are set forth in the original supplement*

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 Boyd) ss.

I, Edward B. Renneker, a Notary Public in and for the state and county aforesaid, do hereby certify that Gerald Manskach 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 Maryland)
City of Baltimore) ss.
COUNTY OF Baltimore)

I, Patricia L. Louie, a Notary Public in and for the state and county aforesaid, do hereby certify that Douglas ^{hist} 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 VP-Equipment, 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 4th day of December, 1987.

Patricia L. Louie
Notary Public

My commission expires

JUL 1 1990

STATE OF Kentucky)
COUNTY OF Jefferson) ss.

I, Dalene Sapp Watkins, a Notary Public in and for the state and county aforesaid, do hereby certify that J.E. Vititow 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 2nd day of November, 1987.

Dalene Sapp Watkins
Notary Public

My commission expires

Notary Public, State at Large, KY

My commission expires Apr. 10, 1989