



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2362

FEDERAL EXPRESS

May 26, 1988

RECORDATION NO. 15479-A
FILE NO. 1488

MAY 31 1988 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

5/31/88
13
ICE Washington, D.C.

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
Twelfth and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Renewal Rider Dated April 22, 1988, Between Helm Financial Corporation and Burlington Northern Railroad Company

Dear Ms. Lee:

I am enclosing an original and one copy of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

This document is a Renewal Rider dated April 22, 1988, a secondary document to an Equipment Lease dated December 4, 1987.

The primary document to which this Renewal Rider is connected, was recorded with the Interstate Commerce Commission on January 22, 1988, and assigned Recordation No. 15479.

The names and addresses of the parties to the transaction are:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3320
San Francisco, California 94111

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Renewal Rider is shown on Schedule A of said document.

A fee of \$13.00 is enclosed for recording the document. Please return to the undersigned the originals and any extra copies not needed by the Commission for recordation.

Ms. Mildred Lee

-2-

May 26, 1988

A short summary of the document to appear in the index follows:

Renewal Rider, dated April 22, 1988, between Helm Financial Corporation (Lessor) and Burlington Northern Railroad Company (Lessee), substituting a new Schedule A to the lease.

Very truly yours,



Mark E. Southerst
Assistant General Solicitor

MES/rrm/ed,3
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/2/88

OFFICE OF THE SECRETARY

Mark E. Southerst
Assist. General Solicitor
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft Worth Texas 76102

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 5/31/88 at 1:55pm , and assigned recordation number(s). 15479-A

Sincerely yours,

Narita R. McGee

Secretary

Enclosure(s)

VERIFICATION

RECORDATION NO. 15479A
FEB 1988

MAY 31 1988-1 55 PM

INTERSTATE COMMERCE COMMISSION

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

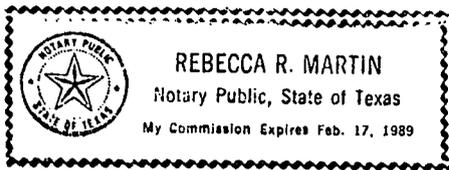
MARK E. SOUTHERST, Assistant General Solicitor, BURLINGTON NORTHERN RAILROAD COMPANY, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.



MARK E. SOUTHERST

Subscribed and sworn to before me
this 26th day of May, 1988.

Rebecca R. Martin
Notary Public in and for the
State of Texas



RECORDATION OF 15472-A
FORM 1230

MAY 31 1988-1 53 PM

INTERSTATE COMMERCE COMMISSION

RENEWAL RIDER

Helm Financial Corporation, a California corporation ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee") entered into a Locomotive Lease Agreement dated December 4, 1987 (hereinafter "Lease") covering the lease of six (6) locomotives (hereinafter the "Locomotives").

The parties hereto now mutually agree that the Lease, including any supplement or amendment thereto (if any), is hereby adopted by the parties hereto as their agreement for a term expiring January 15, 1989.

All the terms and conditions of the lease as heretofore or herein supplemented and/or amended (if applicable), shall have the same force and effect and be as binding upon the parties hereto during said term as if the same were repeated herein.

1. Substitution of Schedule A. Effective as of March 1, 1988, Schedule A attached hereto shall be, and hereby is, substituted for Schedule A attached to the Lease, and from and after the effective date herein, whenever the term "Schedule A" is used in the Lease or any amendment or supplement thereto (if any), such reference shall be deemed to refer to the Schedule A hereto attached.

Executed in duplicate as of this 22nd day of April, 1988.

ATTEST:

John F. Alaris

HELM FINANCIAL CORPORATION

By:

David R. Eckles
David R. Eckles
Executive Vice President

ATTEST:

Shirley B. O'Connor

Assistant Secretary

BURLINGTON NORTHERN RAILROAD COMPANY

By:

Edward Z Bauer

Title:

SCMO

SCHEDULE A

Locomotive Description: General Motors (Electro Motive Division) GP40, 3000 H.P., Diesel Electric Locomotives.

The Kyle Locomotive numbers are as follows:

<u>LOCOMOTIVE NUMBER</u>	<u>RENT COMMENCEMENT DATE</u>	<u>LEASE EXPIRY</u>	<u>HORSEPOWER</u>	<u>DAILY RENTAL RATE</u>	<u>CASUALTY VALUE</u>
KYLE 3109	1/16	1/15/89	3000	\$275.00	\$175,000
KYLE 3112	1/14	1/15/89	3000	\$275.00	\$175,000
KYLE 3114	1/21	1/15/89	3000	\$275.00	\$175,000
KYLE 3115	1/16	1/15/89	3000	\$275.00	\$175,000
KYLE 3116	1/29	1/15/89	3000	\$275.00	\$175,000
KYLE 3117	2/13	1/15/89	3000	\$275.00	\$175,000
KYLE 3104	3/8	1/15/89	3000	\$275.00	\$175,000
KYLE 3118	3/8	1/15/89	3000	\$275.00	\$175,000
KYLE 3117	3/30	1/15/89	3000	\$275.00	\$175,000
KYLE 3101	3/30	1/15/89	3000	\$275.00	\$175,000
KYLE 3103	4/15	1/15/89	3000	\$275.00	\$175,000
KYLE 3110	4/19	1/15/89	3000	\$275.00	\$175,000