

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

0100350033

18009-A  
RECORDATION NO. \_\_\_\_\_ FILED 1425

VIA AIR COURIER

August 29, 1994

AUG 30 1994 -3 45 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are three (3) originals of Amendment No. 1 dated December 9, 1993 to the Agreement dated as of July 31, 1992 between the following parties:

|         |   |
|---------|---|
| Lessor: | Union Pacific Railroad Company<br>1416 Dodge Street<br>Omaha, Nebraska 68179                  |
| Lessee: | Helm-Pacific Leasing Company<br>One Embarcadero Center, Suite 3500<br>San Francisco, CA 94111 |

The equipment involved in this transaction is as follows:

|            |   |
|------------|---|
| Equipment: | Fifty (50) insulated boxcars bearing the reporting mark and number WSOR 1050-1099 |
|------------|---|

Please file this agreement as a primary document. The filing fee of \$18.00 is included in the enclosed check number 19165.

Sincerely,

*Cecilia Mostaghim*

Cecilia Mostaghim  
Contracts Administrator

cm  
Enclosures (4)

RECEIVED  
 OFFICE OF THE  
 SECRETARY  
 AUG 30 3 44 PM '94  
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**AUG 3 0 1994 -3 45 PM**

INTERSTATE COMMERCE COMMISSION

**AMENDMENT NO. 1**

**THIS AMENDMENT NO. 1** (the "**Amendment**") to the Agreement dated as of July 31, 1992 (the "**Lease**") between **UNION PACIFIC RAILROAD COMPANY** ("**Lessor**") and **HELM-PACIFIC LEASING** ("**Lessee**") is made as of December 9, 1993 between Lessor and Lessee.

**R E C I T A L S :**

- A. Lessor and Lessee are parties to the Lease pursuant to which fifty (50), insulated boxcars bearing the reporting marks and numbers WSOR 1050-1099 (the "**Car(s)**") were leased by Lessor to Lessee.
- B. Lessee and Wisconsin & Southern Railroad Company ("**WSOR**") are parties to the Railcar Lease Agreement dated as of July 31, 1992 pursuant to which the Cars were subleased by Lessee to WSOR.
- C. Lessee desires to change the reporting marks on the Cars.
- D. The parties desire to amend the Lease as provided herein.

**NOW, THEREFORE,** in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Lessee shall, at its expense, remark each Car to bear the reporting marks ATW ("**Remark**").
- 4. Upon Remark of the final Car, Exhibit A-1 to the Lease is hereby replaced by Exhibit A-2 and wherever Exhibit A-1 appears in the Lease it shall mean Exhibit A-2.
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

*dy*

IN WITNESS THEREOF, Lessor and Lessee each pursuant to due corporate authority has caused this Amendment No. 1 to the Agreement dated as of July 31, 1992 between Lessor and Lessee to be signed in its respective corporate name on the date indicated below its signature.

**LESSOR**

**UNION PACIFIC RAILROAD COMPANY**

By: Jerry J. Halverson  
Title: AVP-SUPPLY  
Date: 12/15/93

**LESSEE**

**HELM-PACIFIC LEASING**

By: Helm Pacific Corporation  
its Joint Venturer

By: David R. Eds  
Title: President  
Date: 12/22/93

By: Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

By: D. Chandler Lewis  
Title: President - UPVL  
Date: 12-13-93

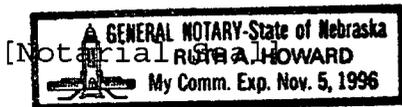
*Handwritten initials*

STATE OF NEBRASKA )  
 ) §  
COUNTY OF DOUGLAS )

On this 15 day of December, 1993, before me personally appears Wm J. Wabaska, to me personally known, who being by me duly sworn says that he is a AVP-Supply of **UNION PACIFIC RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Ruth A. Howard  
Notary Public

My Commission Expires: 11/5/96



STATE OF NEBRASKA )  
 ) §  
COUNTY OF DOUGLAS )

On this 13 day of December, 1993, before me personally appears W. Chandler Lewis, to me personally known, who being by me duly sworn says that he is a President of **UNION PACIFIC VENTURE LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Ruth A. Howard  
Notary Public

My Commission Expires: 11/5/96



*[Handwritten mark]*

STATE OF CALIFORNIA

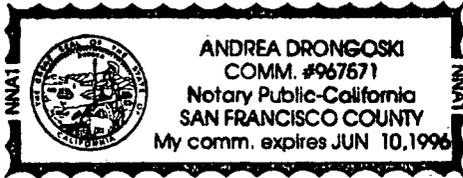
COUNTY OF SAN FRANCISCO

On Dec 22, 1993, before me, Andrea Drongoski  
personally appeared David R. Eckles, President of HELM PACIFIC  
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.

Witness my hand and official seal.



Andrea Drongoski  
SIGNATURE OF THE NOTARY

*Any*

EXHIBIT A-2

To the Agreement dated as of July 31, 1992, as amended, between Union Pacific Railroad Company and Helm-Pacific Leasing

Reporting Marks:

ATW 1050-1099

*DW*