

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

May 20, 1993

RECORDATION NO. 17860/A FILED 1425

MAY 21 1993 3:08 PM

INTERSTATE COMMERCE COMMISSION

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

RE: Rail Car Lease Agreement dated as of May 28, 1992 ("Lease") between
Helm-Pacific Leasing and Mountain Cement Company

Dear Ms. Lee:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated February 26, 1993 to the Lease ("Amendment No. 1") between Helm-Pacific Leasing and Mountain Cement Company.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor:

Helm-Pacific Leasing,
a Joint Venture

By: Helm-Pacific Leasing,
its Joint Venturer
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

and

Union Pacific Venture Leasing Corporation,
its Joint Venturer
1416 Dodge Street
Omaha, NE 68179

Name and Address of Lessee:

Mountain Cement Company
P.O. Box 840
Fernley, Nevada 89408-0840

Equipment:

Twenty-five (25) 100 - ton, covered hopper railcars (See Annex A to the Lease for Car Numbers)

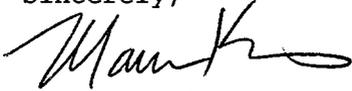
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Interstate Commerce Commission
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Previous ICC Filing:

Lease filed on July 6, 1992, Recordation
No. 17860.

Please file Amendment No. 1 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is enclosed.

Sincerely,



Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to the Rail Car Lease Agreement dated as of May 28, 1992 (the "Lease") between HELM-PACIFIC LEASING ("Lessor") and MOUNTAIN CEMENT ("Lessee") is made as of February 26, 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 twenty-five (25), 100-ton, covered hopper railcars more fully described in Annex A to the Lease (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire that the complete corporate name of Lessee be provided in the Lease.
- C. Lessor and Lessee desire to extend the term of the Lease for the Units and to change the rent for the Units during such extended term.
- 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. Retroactive to May 28, 1992, wherever the corporate name "MOUNTAIN CEMENT" appears in the Lease it shall be deemed to be "MOUNTAIN CEMENT COMPANY."
4. Effective _____, the Term of the Lease for the Units shall be extended through May _____ (the "Extended Term").
5. During the Extended Term, Lessee shall pay to Lessor as Rent for each Unit _____ per Unit per month.
6. Effective _____, Annex C to the Lease is replaced by Annex C.1. and all references to Annex C in the Lease shall be deemed to be Annex C.1.
7. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

8. 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.

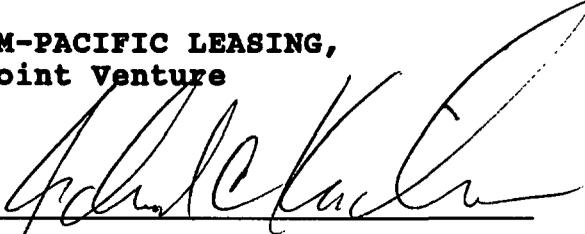
IN WITNESS THEREOF, Lessor and Lessee each pursuant to due authority have caused these presents to be signed in their respective corporate names.

LESSOR

LESSEE

HELM-PACIFIC LEASING,
a Joint Venture

MOUNTAIN CEMENT COMPANY

By: 
Title: President
Helm Pacific Corporation,
its joint venture partner

By: 
Title: Distribution Manager

Date: 04-21-93

Date: 3-8-93

and

UNION PACIFIC VENTURE LEASING
CORPORATION,
its joint venture partner

By: D. Chandler Lewis
Title: President - UPV
Date: 4-13-93

STATE OF NEVADA)
) S
COUNTY OF LYON)

On this 8th day of March, 1993, before me personally appeared H.W. Gray, to me personally known, who, being by me duly sworn, says that he is Distribution Manager of MOUNTAIN CEMENT 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.

T. Pauline Clifford
Notary Public

My Commission Expires: 2/23/96

[Notarial Seal]



ANNEX C.1.

CASUALTY SCHEDULE

At Rental Payment Due

Settlement Value Payment
Per Unit