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**HELM
FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

RECORDATION NO. 20704-A
FILED

FEB 3 '98

1-50 PM

February 2, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment to Lease Agreement dated December 11, 1997 intended to evidence Amendment No. 1 dated December 11, 1997 to the Full Maintenance Lease Agreement dated April 17, 1997 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: PSI Energy, Inc.
1000 East Main Street
Plainfield, IN 46168

The equipment involved in this transaction is as follows:

Equipment: Eighty (80) railcars (See attached Schedule A to the Memorandum of Amendment Agreement for reporting mark and numbers.)

Please file this agreement as a supplementary document to Recordation No. 20704 filed on June 4, 1997. A check covering the twenty-four dollar (\$24.00) filing fee is enclosed.

Sincerely,


Eric W. Stoll
Document Administrator

/es
Enclosures (2)

RECORDATION NO. 20704-A FILED

FEB 3 '98 1-50 PM

MEMORANDUM OF AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") dated as of December 11, 1997 is intended to evidence Amendment No. 1 dated as of December 11, 1997 ("Amendment No. 1") to the Full Maintenance Lease Agreement dated as of April 17, 1997 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and PSI ENERGY, INC., an Indiana corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. The Lease was filed with the STB on June 4, 1997 under STB Recordation No. 20704. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease and Amendment No. 1 thereto.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

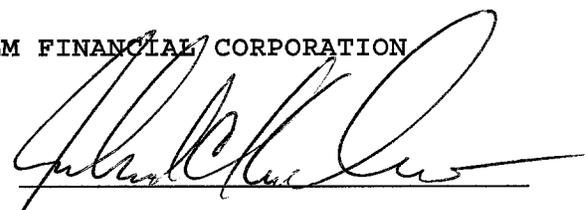
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

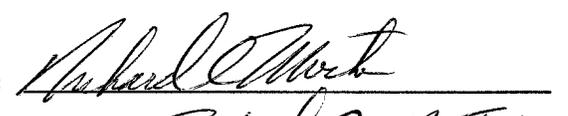
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

PSI ENERGY, INC.

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: Richard C. Morton

Its: President

Its: Manager Fuel Contracts



SCHEDULE A

TO MEMORANDUM OF AMENDMENT TO LEASE

Description of Units:

Eighty (80), 3,800 cubic foot, 100-ton capacity, roller bearing, five pocket, open top rapid discharge coal hopper railcars with stainless steel slope sheets and electro-pneumatically controlled hopper doors.

THE ADDITIONAL UNITS

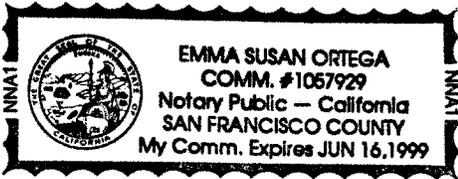
<u>Unit Number</u>		<u>Unit Number</u>		<u>Unit Number</u>		<u>Unit Number</u>	
1	HLMX 78008	24	HLMX 78204	47	HLMX 81033	70	HLMX 84107
2	HLMX 78012	25	HLMX 78211	48	HLMX 81038	71	HLMX 84108
3	HLMX 78023	26	HLMX 78214	49	HLMX 81040	72	HLMX 84115
4	HLMX 78027	27	HLMX 78219	50	HLMX 81044	73	HLMX 84116
5	HLMX 78028	28	HLMX 78221	51	HLMX 81058	74	HLMX 84121
6	HLMX 78032	29	HLMX 80019	52	HLMX 81463	75	HLMX 84131
7	HLMX 78033	30	HLMX 80243	53	HLMX 84002	76	HLMX 84148
8	HLMX 78034	31	HLMX 80256	54	HLMX 84032	77	HLMX 197836
9	HLMX 78041	32	HLMX 80263	55	HLMX 84037	78	HLMX 197838
10	HLMX 78052	33	HLMX 80265	56	HLMX 84054	79	HLMX 197910
11	HLMX 78071	34	HLMX 80285	57	HLMX 84056	80	HLMX 197946
12	HLMX 78073	35	HLMX 80295	58	HLMX 84062		
13	HLMX 78098	36	HLMX 80312	59	HLMX 84063		
14	HLMX 78099	37	HLMX 80317	60	HLMX 84071		
15	HLMX 78105	38	HLMX 80320	61	HLMX 84073		
16	HLMX 78127	39	HLMX 80370	62	HLMX 84074		
17	HLMX 78152	40	HLMX 80379	63	HLMX 84077		
18	HLMX 78153	41	HLMX 80417	64	HLMX 84090		
19	HLMX 78167	42	HLMX 80435	65	HLMX 84100		
20	HLMX 78173	43	HLMX 80439	66	HLMX 84101		
21	HLMX 78199	44	HLMX 81010	67	HLMX 84102		
22	HLMX 78200	45	HLMX 81012	68	HLMX 84103		
23	HLMX 78203	46	HLMX 81029	69	HLMX 84105		

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

On February 2, 1998, before me, Emma S. Ortega,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

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.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF INDIANA)
) S.S.
COUNTY OF HENDRICKS)

On January 28, 1998, 1998, before me, Jane K Strong,
personally appeared Richard C. Morton, Contract Manager
of PSI ENERGY, INC., PSI Energy

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.

Jane K Strong
SIGNATURE OF THE NOTARY

[Notarial Seal]