

# HELM FINANCIAL CORPORATION

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

RECORDATION NO. 21575 FILED

AUG 10 '98 11-19 AM

August 5, 1998

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

RECORDATION NO. 21575 FILED  
AUG 10 '98 11-19 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of March 4, 1998 and two (2) originals of **Amendment No. 2** dated as of July 2, 1998 between the following parties:

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

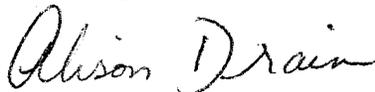
Lessee: The Detroit Edison Company  
2000 Second Avenue, 1188 WCB  
Detroit, MI 48226

The equipment involved in this transaction is as follows:

Equipment: Memorandum: See attached Schedule A  
Amendment: See attached Schedule A.1

Please file the memorandum as a primary document and the amendment as a supplementary document and return one stamped original of each document to my attention. A check covering the two filings (\$52.00) is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (4)

AMENDMENT NO. 2

THIS AMENDMENT NO. 2 ("Amendment") to the Full Maintenance Lease Agreement dated as of March 4, 1998, as amended ("Lease"), between HELM FINANCIAL CORPORATION ("Lessor") and THE DETROIT EDISON COMPANY ("Lessee") is dated as of July 2, 1998.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the two hundred forty (240) coal gondola railcars described in Schedule A to the Lease were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to correct Schedule A to the Lease by removing the nine (9) open top coal gondola railcars that were never delivered to Lessee.
- C. 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. Schedule A.1 attached hereto is hereby added to the Lease and all references in the Lease to Schedule A shall be deemed to refer to Schedule A.1.
- 3. Lessee hereby accepts each Unit under the Lease on the Delivery Date provided in Schedule A.1 hereto and Lessee acknowledges that each Unit is in good order, condition and repair and is subject in all respect to the terms, provisions, requirements and standards of the Lease.
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 5. 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 WHEREOF, each party, pursuant to due authority has caused this Amendment No. 2 to be executed by its authorized representative as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Title: President

LESSEE

THE DETROIT EDISON COMPANY

By: 

Print Name: LARRY A ROSE

Title: Director Operations & LOGISTICS



**SCHEDULE A.1**

**To the Full Maintenance Lease Agreement dated March 4, 1998, as amended, between Helm Financial Corporation and The Detroit Edison Company**

**Description of Units:**

Two hundred thirty-one (231), 4,000 cubic foot, 102-ton capacity, steel, open top, coal gondola railcars with rotary couplers; built by Bethlehem Steel Corporation in 1981.

**First Unit Train**

<u>Mark</u>	<u>Number</u>	<u>Delivery</u> <u>Date</u>	<u>Mark</u>	<u>Number</u>	<u>Delivery</u> <u>Date</u>	<u>Mark</u>	<u>Number</u>	<u>Delivery</u> <u>Date</u>
1	GSNX 63	04/27/98	47	GSNX 324	04/27/98	93	GSNX 572	04/27/98
2	GSNX 100	04/27/98	48	GSNX 328	04/27/98	94	GSNX 586	04/27/98
3	GSNX 106	04/27/98	49	GSNX 330	04/27/98	95	GSNX 588	04/27/98
4	GSNX 110	04/27/98	50	GSNX 337	04/27/98	96	GSNX 592	04/27/98
5	GSNX 132	04/27/98	51	GSNX 341	04/27/98	97	GSNX 596	04/27/98
6	GSNX 135	04/27/98	52	GSNX 342	04/27/98	98	GSNX 598	04/27/98
7	GSNX 136	04/27/98	53	GSNX 346	04/27/98	99	GSNX 602	04/27/98
8	GSNX 138	04/27/98	54	GSNX 348	04/27/98	100	GSNX 612	04/27/98
9	GSNX 140	04/27/98	55	GSNX 350	04/27/98	101	GSNX 613	04/27/98
10	GSNX 143	04/27/98	56	GSNX 353	04/27/98	102	GSNX 618	04/27/98
11	GSNX 150	04/27/98	57	GSNX 355	04/27/98	103	GSNX 624	04/27/98
12	GSNX 157	04/27/98	58	GSNX 356	04/27/98	104	GSNX 628	04/27/98
13	GSNX 167	04/27/98	59	GSNX 368	04/27/98	105	GSNX 629	04/27/98
14	GSNX 172	04/27/98	60	GSNX 379	04/27/98	106	GSNX 636	04/27/98
15	GSNX 173	04/27/98	61	GSNX 390	04/27/98	107	GSNX 638	04/27/98
16	GSNX 182	04/27/98	62	GSNX 396	04/27/98	108	GSNX 650	04/27/98
17	GSNX 183	04/27/98	63	GSNX 406	04/27/98	109	GSNX 670	04/27/98
18	GSNX 192	04/27/98	64	GSNX 410	04/27/98	110	GSNX 678	04/27/98
19	GSNX 195	04/27/98	65	GSNX 414	04/27/98	111	GSNX 679	04/27/98
20	GSNX 198	04/27/98	66	GSNX 418	04/27/98	112	GSNX 683	04/27/98
21	GSNX 200	04/27/98	67	GSNX 424	04/27/98	113	GSNX 686	04/27/98
22	GSNX 218	04/27/98	68	GSNX 428	04/27/98	114	GSNX 688	04/27/98
23	GSNX 219	04/27/98	69	GSNX 431	04/27/98	115	GSNX 689	04/27/98
24	GSNX 223	04/27/98	70	GSNX 437	04/27/98	116	GSNX 690	04/27/98
25	GSNX 224	04/27/98	71	GSNX 447	04/27/98	117	GSNX 695	04/27/98
26	GSNX 226	04/27/98	72	GSNX 449	04/27/98			
27	GSNX 227	04/27/98	73	GSNX 451	04/27/98			
28	GSNX 238	04/27/98	74	GSNX 455	04/27/98			
29	GSNX 247	04/27/98	75	GSNX 456	04/27/98			
30	GSNX 251	04/27/98	76	GSNX 475	04/27/98			
31	GSNX 254	04/27/98	77	GSNX 478	04/27/98			
32	GSNX 255	04/27/98	78	GSNX 479	04/27/98			
33	GSNX 263	04/27/98	79	GSNX 489	04/27/98			
34	GSNX 269	04/27/98	80	GSNX 490	04/27/98			
35	GSNX 274	04/27/98	81	GSNX 496	04/27/98			
36	GSNX 280	04/27/98	82	GSNX 505	04/27/98			
37	GSNX 282	04/27/98	83	GSNX 509	04/27/98			
38	GSNX 285	04/27/98	84	GSNX 516	04/27/98			
39	GSNX 297	04/27/98	85	GSNX 519	04/27/98			
40	GSNX 299	04/27/98	86	GSNX 522	04/27/98			
41	GSNX 303	04/27/98	87	GSNX 527	04/27/98			
42	GSNX 305	04/27/98	88	GSNX 531	04/27/98			
43	GSNX 309	04/27/98	89	GSNX 536	04/27/98			
44	GSNX 311	04/27/98	90	GSNX 538	04/27/98			
45	GSNX 318	04/27/98	91	GSNX 543	04/27/98			
46	GSNX 319	04/27/98	92	GSNX 550	04/27/98			

SCHEDULE A.1 - Continued

Second Unit Train

			Delivery				Delivery				Delivery
Mark	Number		Date	Mark	Number		Date	Mark	Number		Date
1	GSNX	66	05/12/98	56	GSNX	376	05/12/98	111	GSNX	684	05/12/98
2	GSNX	105	05/12/98	57	GSNX	382	05/12/98	112	GSNX	685	05/12/98
3	GSNX	108	05/12/98	58	GSNX	383	05/12/98	113	GSNX	687	05/12/98
4	GSNX	109	05/12/98	59	GSNX	386	05/12/98	114	GSNX	697	05/12/98
5	GSNX	119	05/12/98	60	GSNX	391	05/12/98				
6	GSNX	121	05/12/98	61	GSNX	393	05/12/98				
7	GSNX	129	05/12/98	62	GSNX	397	05/12/98				
8	GSNX	130	05/12/98	63	GSNX	399	05/12/98				
9	GSNX	139	05/12/98	64	GSNX	401	05/12/98				
10	GSNX	142	05/12/98	65	GSNX	411	05/12/98				
11	GSNX	145	05/12/98	66	GSNX	417	05/12/98				
12	GSNX	149	05/12/98	67	GSNX	419	05/12/98				
13	GSNX	160	05/12/98	68	GSNX	423	05/12/98				
14	GSNX	166	05/12/98	69	GSNX	426	05/12/98				
15	GSNX	168	05/12/98	70	GSNX	429	05/12/98				
16	GSNX	170	05/12/98	71	GSNX	430	05/12/98				
17	GSNX	176	05/12/98	72	GSNX	432	05/12/98				
18	GSNX	181	05/12/98	73	GSNX	438	05/12/98				
19	GSNX	194	05/12/98	74	GSNX	443	05/12/98				
20	GSNX	199	05/12/98	75	GSNX	450	05/12/98				
21	GSNX	205	05/12/98	76	GSNX	453	05/12/98				
22	GSNX	207	05/12/98	77	GSNX	457	05/12/98				
23	GSNX	209	05/12/98	78	GSNX	488	05/12/98				
24	GSNX	210	05/12/98	79	GSNX	512	05/12/98				
25	GSNX	212	05/12/98	80	GSNX	520	05/12/98				
26	GSNX	222	05/12/98	81	GSNX	535	05/12/98				
27	GSNX	225	05/12/98	82	GSNX	540	05/12/98				
28	GSNX	228	05/12/98	83	GSNX	542	05/12/98				
29	GSNX	235	05/12/98	84	GSNX	551	05/12/98				
30	GSNX	242	05/12/98	85	GSNX	555	05/12/98				
31	GSNX	275	05/12/98	86	GSNX	557	05/12/98				
32	GSNX	276	05/12/98	87	GSNX	565	05/12/98				
33	GSNX	281	05/12/98	88	GSNX	578	05/12/98				
34	GSNX	287	05/12/98	89	GSNX	579	05/12/98				
35	GSNX	295	05/12/98	90	GSNX	581	05/12/98				
36	GSNX	300	05/12/98	91	GSNX	591	05/12/98				
37	GSNX	301	05/12/98	92	GSNX	597	05/12/98				
38	GSNX	304	05/12/98	93	GSNX	601	05/12/98				
39	GSNX	306	05/12/98	94	GSNX	603	05/12/98				
40	GSNX	314	05/12/98	95	GSNX	607	05/12/98				
41	GSNX	317	05/12/98	96	GSNX	614	05/12/98				
42	GSNX	320	05/12/98	97	GSNX	616	05/12/98				
43	GSNX	321	05/12/98	98	GSNX	639	05/12/98				
44	GSNX	323	05/12/98	99	GSNX	640	05/12/98				
45	GSNX	325	05/12/98	100	GSNX	644	05/12/98				
46	GSNX	326	05/12/98	101	GSNX	645	05/12/98				
47	GSNX	334	05/12/98	102	GSNX	658	05/12/98				
48	GSNX	338	05/12/98	103	GSNX	659	05/12/98				
49	GSNX	349	05/12/98	104	GSNX	661	05/12/98				
50	GSNX	354	05/12/98	105	GSNX	663	05/12/98				
51	GSNX	359	05/12/98	106	GSNX	664	05/12/98				
52	GSNX	362	05/12/98	107	GSNX	671	05/12/98				
53	GSNX	364	05/12/98	108	GSNX	674	05/12/98				
54	GSNX	369	05/12/98	109	GSNX	681	05/12/98				
55	GSNX	370	05/12/98	110	GSNX	682	05/12/98				

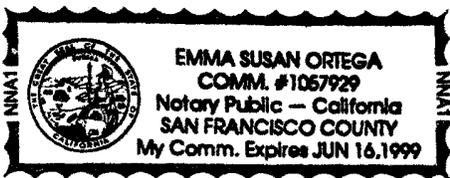
4

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

On August 5, 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 MICHIGAN )  
 ) S.S.  
COUNTY OF OAKLAND )

On July 23, 1998, before me, Judith Thur,  
personally appeared Sandra Lee Kussavage, Larry Rose, Director, Operations of THE DETROIT  
EDISON COMPANY, + Logistics

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.

Sandra Lee Kussavage  
SIGNATURE OF THE NOTARY

**SANDRA LEE KUSSAVAGE**  
Notary Public, Macomb County, MI  
My Commission Expires Oct. 22, 2000  
Acting in Wayne County MI

[Notarial Seal]

4