

HELM
FINANCIAL CORPORATION

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

VIA AIR COURIER

November 8, 1995

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

19025-A

2 1995

PM

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 2 dated September 15, 1995 to the Agreement dated as of August 28, 1993 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Consolidated Rail Corporation
2001 Market Street, 20C
Philadelphia, PA 19103

The equipment involved in this transaction is as follows:

Equipment: Three hundred thirty-seven (337), gondola railcars (see Exhibit A attached for reporting mark & numbers)

Please file this agreement as a supplementary document to Recordation No. 19025 filed October 19, 1994 at 3:20 pm. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosures (2)

19025-A

SEP 2 1995 1:00 PM

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AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (the "Amendment") to the Use Agreement dated as of August 28, 1993, as amended ("Agreement"), between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP ("Owner"), as assignee of Helm Financial Corporation, and CONSOLIDATED RAIL CORPORATION ("Railroad") is made as of September 15, 1995 between Owner and Railroad.

R E C I T A L S :

- A. Owner and Railroad are parties to the Agreement pursuant to which the three hundred thirty-seven (337) gondola railcars described in Exhibit A to the Agreement (the "Car(s)") were leased by Owner to Railroad.
- B. On January 1, 1995, Helm Financial Corporation transferred and assigned to Helm-Atlantic Associates Limited Partnership all its rights, title and interest in and to the Agreement.
- C. Owner and Railroad desire to delete from the Agreement the nine (9) Cars bearing the reporting marks and numbers NSHR 1021, 1052, 1074, 1121, 1122, 1143, 1192 1195 and 1240 ("Deleted Cars"), which were never delivered to Railroad.
- D. Owner and Railroad desire to add to the Agreement the two (2) gondola railcars bearing the reporting marks and numbers NSHR 1303 and 1354, which were delivered to Railroad on April 20, 1994 and April 4, 1994, respectively.
- E. [Intentionally left blank]
- F. [Intentionally left blank]
- G. The parties desire to amend the Agreement as provided herein.

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

- 1. All terms defined in the Agreement 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 August 28, 1993, the Deleted Cars are hereby deleted from the Agreement.

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4. Exhibit A is hereby replaced by Exhibit A.1. and all references in the Agreement to Exhibit A shall be deemed to be Exhibit A.1.
5. [Intentionally left blank]

6. Subsections 2.A. and 2.B. of the Agreement, as amended by Amendment No. 1 dated May 20, 1994, are hereby replaced by the following:

"The term of this Agreement for each Car shall commence on the date such Car is interchanged to the railroad lines of Lessee ('**Delivery Date**') and shall expire for all Cars on ('**Term of this Agreement**')."

7. Effective as of _____ the following sections of the Agreement are hereby amended as follows:

- A. Section 1 is hereby replaced by the following:

"1. Scope of Agreement.

- A. Owner shall supply Railroad with the gondola railcars more fully described in Exhibit A hereto (hereinafter called the '**Car(s)**') subject to the terms and conditions of this Agreement.

[Intentionally left blank]

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E. In Section 13. Notices., Owner's address is hereby replaced by the following:

"If to Owner: Helm-Atlantic Associates Limited
Partnership
c/o Helm Atlantic Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111
FAX No. (415)398-4816
ATTN: President"

8. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
9. 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, Owner and Railroad each pursuant to due authority have caused this Amendment No. 2 dated September 15, 1995 to the Use Agreement dated as of August 28, 1993, as amended, to be signed in their respective corporate names on the dates indicated below their signatures.

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

CONSOLIDATED RAIL CORPORATION

By: Helm Atlantic Corporation,
its General Partner

By: *D. R. Ellis*

Title: President

Date: 10-26-95

By: *W. J. Hill*

Title: Director Carter

Date: 9-22-95

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EXHIBIT A.1.

To the Use Agreement dated as of August 28, 1993, as amended, between Helm Financial Corporation and Consolidated Rail Corporation

Equipment Description:

Three hundred thirty (330), 100-ton, gondola railcars.

Car Number:

NSHR 1000-1020
1022-1051
1053-1073
1075-1104
1106-1120
1123-1142
1144-1191
1194
1196-1216
1218-1239
1241-1243
1245-1248
1251-1279
1281-1296
1298-1307
1310-1319
1321-1322
1324-1326
1328-1336
1338
1340-1347
1349-1354