

# HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

May 7, 1998

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

RECORDATION NO. 19325-B FILED

MAY 18 '98

11-00 AM

Dear Mr. Williams:

Enclosed are two (2) originals of Memorandum of Amendment to Lease ("Memorandum") dated as of September 1, 1997 and is intended to evidence Amendment No. 1 dated as of September 1, 1997 to the Full Service Lease of Railroad Equipment dated as of October 19, 1994 ("Lease") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Consolidated Rail Corporation 2001 Market Street - 25A Philadelphia, PA 19101-1425

The equipment involved in this transaction is as follows:

Equipment:	One Hundred twenty-seven (127) gondola railcars as described in Schedule A To The Memorandum of Amendment to Lease.
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Please file this memorandum as a supplementary document to Recordation No. 19325 filed on March 29, 1995 and return one (1) endorsed original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (2)

stb\amend\crc006.1final

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

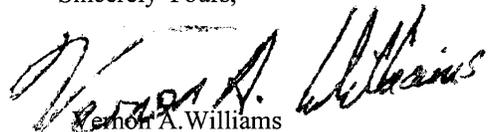
DATE:5/18/98

Alison Drain  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA., 94111

Dear Sir/Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 5/18/98 at 11:00AM, and  
assigned recordation number(s).21416, 21417, 21418, 21419, 21420, 13361-I, ~~15541-C~~,  
18288-E, 18736-A, 18872-B, 19104-A, ~~19325-B~~, and  
20822-B.

Sincerely Yours,

  
Vernon A. Williams

Enclosure(s)  
338.00

\$-----The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.



RECORDATION NO. 19325-13 FILED

MAY 18 '98 11-00 AM

MEMORANDUM OF  
AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of September 1, 1997 is intended to evidence Amendment No. 1 dated as of September 1, 1997 to the Full Service Lease of Railroad Equipment dated as of October 19, 1994 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania 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 (formerly known as the Interstate Commerce Commission) on March 29, 1995 under Recordation Number 19325. 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.

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

CONSOLIDATED RAIL CORPORATION

By: [Signature]

By: [Signature]

Print Name: Richard C. Kirchner

Print Name: Thomas J. McGraw

Its: President

Its: Asst. Treasurer

*[Handwritten mark]*

SCHEDULE A

To the Memorandum of Amendment to Lease Dated February 1, 1997

Equipment Description:

One hundred twenty-seven (127), 100-ton, gondola railcars with steel floors.

Unit Numbers:

CR 585300-585310  
585312  
585314-585317  
585321  
585323-585326  
585328-585333  
585336-585340  
585401-585420  
589000-589054  
596000-596019

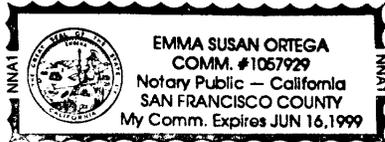
dy

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

On February 11, 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)

COMMONWEALTH OF PENNSYLVANIA )  
 ) S.S.  
COUNTY OF PHILADELPHIA )

On JANUARY 22, 1998, before me, SUZANNE J. ROSSOMANDO  
personally appeared THOMAS J. McGRATH, Asst. Treasurer of **CONSOLIDATED RAIL CORPORATION,**

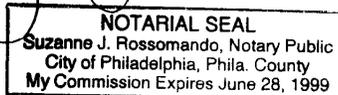
— personally known to me -OR-

— 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.

Suzanne J. Rossomando  
SIGNATURE OF THE NOTARY

(Notarial Seal)



*[Handwritten mark]*