

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

19424-A

VIA AIR COURIER

November 14, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment to Lease of Railroad Equipment dated as of September 11, 1996 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Santee Cooper One Riverwood Drive Moncks Corner, SC 29461-2901

The equipment involved in this transaction is as follows:

Equipment: Ninety (90) open top coal hopper railcars (See Annex A.1. attached for reporting mark & numbers.)

Please file this agreement as a supplementary document to Recordation No. 19424 filed May 17, 1995. The filing fee of \$22.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosure

19424-A

MEMORANDUM OF
AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF AMENDMENT TO LEASE OF RAILROAD EQUIPMENT (the "Memorandum") is made as of September 11, 1996 and is intended to evidence that Amendment No. 2 dated as of September 11, 1996 to that certain Lease of Railroad Equipment dated as of February 9, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SANTEE COOPER, a South Carolina corporation ("Lessee") and recorded with the Surface Transportation Board under Recordation No. 19424 on May 17, 1995 at 2:40 PM, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11303. Lessor has the right to lease the railcars, more fully described in Annex A.1. hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

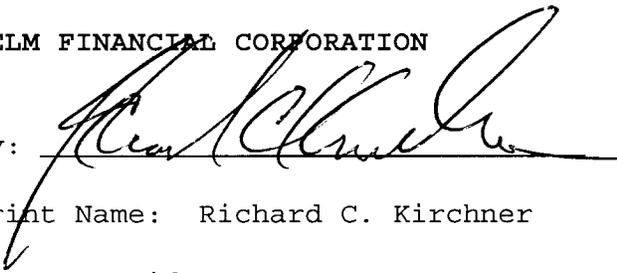
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

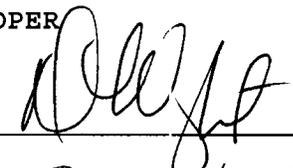
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SANTEE COOPER

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: DANNY L. WRIGHT

Its: President

Its: PROCUREMENT MANAGER



ANNEX A.1.

TO THE MEMORANDUM OF AMENDMENT TO LEASE:

Description of Units:

Ninety (90) open top coal hopper railcars

Unit Number		Unit Number		Unit Number		Unit Number	
1	HLMX 1660	26	HLMX 87651	51	HLMX 540586	76	HMJX 17174
2	HLMX 16332	27	HLMX 87653	52	HLMX 540682	77	HMJX 17183
3	HLMX 16333	28	HLMX 87657	53	HLMX 540687	78	HMJX 17184
4	HLMX 16340	29	HLMX 87658	54	HLMX 582434	79	HMJX 17194
5	HLMX 33003	30	HLMX 87672	55	HLMX 587790	80	HMJX 87170
6	HLMX 33008	31	HLMX 87681	56	HLMX 587840	81	HMJX 87189
7	HLMX 33016	32	HLMX 87689	57	HLMX 587877	82	HMJX 87198
8	HLMX 33028	33	HLMX 87690	58	HLMX 587978	83	HMJX 87235
9	HLMX 33039	34	HLMX 87694	59	HLMX 588022	84	HMJX 87294
10	HLMX 33055	35	HLMX 87707	60	HLMX 588031	85	HMJX 87299
11	HLMX 33058	36	HLMX 87714	61	HLMX 588200	86	HMJX 87335
12	HLMX 33059	37	HLMX 87726	62	HLMX 588452	87	HMJX 87375
13	HLMX 33060	38	HLMX 87727	63	HLMX 588697	88	HMJX 87462
14	HLMX 33067	39	HLMX 87743	64	HLMX 588816	89	HMJX 87492
15	HLMX 33069	40	HLMX 87748	65	HLMX 589151	90	HMJX 586927
16	HLMX 33073	41	HLMX 87749	66	HLMX 589384		
17	HLMX 87600	42	HLMX 87753	67	HLMX 589550		
18	HLMX 87606	43	HLMX 87760	68	HLMX 589643		
19	HLMX 87614	44	HLMX 87766	69	HMJX 17119		
20	HLMX 87617	45	HLMX 87773	70	HMJX 17129		
21	HLMX 87621	46	HLMX 87795	71	HMJX 17131		
22	HLMX 87623	47	HLMX 87796	72	HMJX 17138		
23	HLMX 87624	48	HLMX 87799	73	HMJX 17157		
24	HLMX 87625	49	HLMX 540544	74	HMJX 17159		
25	HLMX 87645	50	HLMX 540580	75	HMJX 17166		

DW

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

On October 8, 1996, before me, Chris Dilley personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X 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.



Chris Dilley
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF South Carolina)
) S.S.
COUNTY OF Berkeley)

On Sept. 24, 1996, before me, _____ personally appeared Patrick C. Runey, Director Inel Procurement of SANTEE COOPER,

✓ 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.

Kathryn L. Sest
SIGNATURE OF THE NOTARY

[Notarial Seal]

dy