

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

## VIA AIR COURIER

September 19, 1995

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

19475-A

1995

Dear Ms. Lee:

Enclosed are three (3) originals of Amendment No. 1 dated August 14, 1995 to the Agreement dated as of May 12, 1995 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Indiana Harbor Belt Railroad Company 2721 - 161st Street Hammond, IN 46323-1099

The equipment involved in this transaction is as follows:

Equipment: Three (3), SW1500 locomotives (bearing the reporting mark & numbers HLLX 1122, 1124 and 1129)

Please file this agreement as a supplementary document to Recordation No. 19475 filed June 20, 1995 at 3:05 pm. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,



Nathalie Hern  
Administrative Assistant

/nh  
Enclosures (3)

ICC COPY

19475-A

AMENDMENT NO. 1

1995 8/14 PM

THIS AMENDMENT NO. 1 (the "Amendment") to the Locomotive Lease Agreement dated as of May 12, 1995 (the "Lease"), between HELM LOCOMOTIVE LEASING CORPORATION, as successor in interest to Helm Locomotive Leasing ("Lessor"), and INDIANA HARBOR BELT RAILROAD COMPANY ("Lessee") is made as of August 14, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the three (3), SW1500 locomotives bearing the reporting mark and numbers HLLX 1122, 1124 and 1129 (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to acknowledge the correct original reporting mark of the Units.
- C. Lessee desires to remark each Unit with its reporting mark.
- D. 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. This Amendment shall become effective on the date of its full execution by both parties.
- 3. The parties acknowledge that the correct reporting mark for the Units numbered 1122 and 1124 was "HLLX" and not "HLCX" as indicated on Annex A to the Lease.
- 4. The paragraph that is Section 2. Delivery. shall become Section 2. "A." and the following paragraph shall be added as Section 2. "B."
  - "B. Lessee shall remark each Unit to bear the new reporting mark and numbers provided in Annex A.1. hereto ("Remark"). Lessee shall pay all costs associated with such Remark. Upon the expiration or earlier termination of this Lease for any Unit, Lessee shall, at its expense, remove Lessee's reporting mark from each Unit and place the reporting mark "HLLX" on such Unit."
- 5. Annex A to the Lease is replaced by Annex A.1. attached hereto and all references in the Lease to Annex A shall be deemed to refer to Annex A.1.

CM

6. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
7. 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, each party, pursuant to due authority has caused this Amendment No. 1 dated August 14, 1995 to the Locomotive Lease Agreement dated as of May 12, 1995 to be signed in its respective corporate name on the date indicated below its signature.

LESSOR

LOCOMOTIVE LEASING  
 HELM ~~FINANCIAL~~ CORPORATION

LESSEE

INDIANA HARBOR BELT RAILROAD  
 COMPANY

By: *[Signature]*  
 Title: President  
 Date: 9-7-95

By: *[Signature]*  
 Title: GENERAL MANAGER  
 Date: AUG 18 1995

*CM*



ANNEX A.1.

To the Locomotive Lease Agreement dated as of May 12, 1995, as amended, between Helm Locomotive Leasing Corporation and Indiana Harbor Belt Railroad Company.

Equipment Description:

Three (3), SW1500 locomotives

Old Reporting  
Mark & Numbers

New Reporting  
Mark & Numbers

HLLX 1122

IHB 1504

HLLX 1124

IHB 1505

HLLX 1129

IHB 1506

*cm*