

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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VIA AIR COURIER

November 22, 1995

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

RECORDATION NO. 19600-A
FILED 1995
NOV 24 1995 - 12 10 PM
RECORDATION UNIT

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 1 dated September 29, 1995 to the Agreement dated as of August 3, 1995 between the following parties:

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

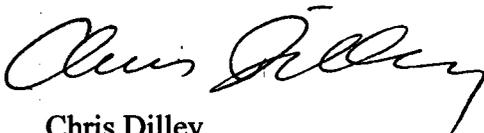
Lessee: Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105

The equipment involved in this transaction is as follows:

Equipment: Five (5) locomotives (bearing reporting mark & numbers HATX
925-929)

Please file this agreement as a supplementary document to Recordation No. 19600 filed September 18, 1995. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosures (2)

NOV 24 1995 12 10 PM

ICC ORIGINAL

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to the Locomotive Lease Agreement dated as of August 3, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP ("Lessor") and THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Lessee") is made as of September 29, 1995 between Lessor and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Lease pursuant to which the five (5) SD45-2 locomotives bearing the reporting marks and numbers HATX 925-929 (the "Unit(s)") were leased by Lessor to Lessee.
- B. Four (4) of the Units ("4 Units") delivered to Lessee bear reporting marks and numbers other than the reporting marks and numbers provided in Annex A to the Lease and Recital A above.
- C. Lessor and Lessee desire to remark each of the 4 Units during the Term of this Lease.
- 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. Retroactive to August 3, 1995, Annex A to the Lease is hereby replaced by Annex A.1. and all references to Annex A in the Lease shall be deemed to refer to Annex A.1.
- 4. Lessee shall, at Lessor's expense, remove the Old Reporting Mark and Number from each of the 4 Units and place the New Reporting Mark and Number on such Unit as provided in Annex A.1.
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. 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.

ICC ORIGINAL

IN WITNESS THEREOF, each party, pursuant to due corporate authority has caused this Amendment No. 1 dated September 29, 1995 to the Locomotive Lease Agreement dated as of August 3, 1995 to be signed in its respective corporate name on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

By: Helm Atlantic Corporation,
its General Partner

cm

By: *D. D. Kelly*

By: *A. W. Rees*

Title: President

Title: SR VP-operations

Date: 10-10-95

Date: 10-9-95

APPROVED AS TO FORM

R. P. B. / J. J. J.

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On October 12, 1995, before me, Emma S. Ortega - Notary Public, personally appeared David R. Eckles, President of **HELM ATLANTIC 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

STATE OF MISSOURI)

)) S

COUNTY OF JACKSON)

On this 9th day of OCTOBER, 1995, before me personally appears A.W. REES, to me personally known, who being by me duly sworn says that he is a SR. V.P. - OPERATIONS of **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Martha Mueller
Notary Public

My Commission Expires: 5/17/97

[Notarial Seal]

MARTHA MUELLER
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 17, 1997

ANNEX A.1.

To the Locomotive Lease Agreement dated as of August 3, 1995, as amended, between Helm-Atlantic Associates Limited Partnership and The Kansas City Southern Railway Company

Equipment Description:

Five (5) SD45-2 Locomotives

Old Reporting
Mark and Number

SP 6774
SP 6776
SP 6779
SP 6785
SP 6789

New Reporting
Mark and Number

HATX 926
HATX 925
HATX 927
HATX 928
HATX 929

pup