

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

RECORDATION NO. 16718-A FILED 1428

APR 11 1990 -10 30 AM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

April 10, 1990

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Amendment to the Lease of Railroad Equipment between Helm Financial Corporation and The Denver and Rio Grande Western Railroad.

Please file this supplement as ICC Recordation number 16718-A. The filing fee of \$15 is enclosed. Thank you.

Sincerely,



Karen Staudenmaier
Fleet Operations Administrator

KS:jgs
Enclosure

AMENDMENT TO THE LEASE OF RAILROAD EQUIPMENT

BETWEEN

RECORDING NO. 16718-A FILED 1425

HELM FINANCIAL CORPORATION

APR 11 1990 - 10 30 AM

AND

INTERSTATE COMMERCE COMMISSION

THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

The following is an Amendment to the LEASE OF RAILROAD EQUIPMENT ("Lease"), dated as of December 29, 1989, between HELM FINANCIAL CORPORATION, a California corporation, (hereinafter called the "Lessor") and THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, a Delaware corporation (hereinafter called the "Lessee").

Annex A. Amended as attached.

Annex B. Amended as attached.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have caused these presents to be signed in their respective names.

HELM FINANCIAL CORPORATION

By *Richard K. ...*

Title *pres. Lent*

THE DENVER AND RIO GRANDE
WESTERN RAILROAD COMPANY

By *A. D. Mariano*

Title *General Manager*

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 9th day of April, 1990, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires: July 23, 1993

[Notarial Seal]

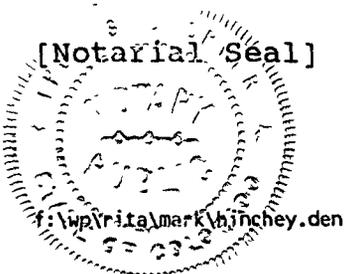
STATE OF COLORADO)
) §
COUNTY OF DENVER)

On this 2nd day of April, 1990, before me personally appeared A. L. Marzano, to me personally known, who, being by me duly sworn says that he is General Manager of THE DENVER AND RIO GRANDE WESTERN RAILROAD 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.

Thomas B. Speer
Notary Public
1515 Arapahoe St., Denver, CO 80202

My Commission Expires: April 22, 1994

[Notarial Seal]



ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of December 29, 1989

GROUP A

<u>Equipment Description</u>	<u>No. of Cars</u>	<u>Equipment Numbers</u>
100 Ton, 3600 cubic foot capacity, open top hopper cars.	102	DRGW 40119-40128 40139-40140 40148 40150-40158 40167 40179-40197 40219 40228 40249 40251-40258 40263 40268 40374 40375 40386-40430

GROUP B

<u>Equipment Description</u>		<u>Equipment Numbers</u>
100 Ton, 3433 cubic foot capacity, open top hopper cars.	132	DRGW 7001-7132
100 Ton, 3570 cubic foot capacity, open top hopper cars.	51	DRGW 7201-7251

ANNEX B

CERTIFICATE OF ACCEPTANCE

The undersigned, a duly authorized representative of THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY (the "Lessee"), does hereby certify that he has caused to be inspected and, on the date set out below, has accepted on behalf of the Lessee the following described Units of equipment, which Units are in good order, condition and repair and conform in all respects to the terms, provisions, requirements and standards of the certain Lease of Railroad Equipment dated as of December 29, 1989 between Helm Financial Corporation and Lessee.

Equipment Description No. of Cars Car Numbers Date Accepted

GROUP A

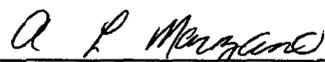
100 Ton, 3600 cubic foot capacity, open top hopper cars.	102	DRGW 40119-40128	1-10-90
		40139-40140	through
		40148	3-6-90
		40150-40158	
		40167	
		40179-40197	
		40219	
		40228	
		40249	
		40251-40258	
		40263	
		40268	
		40374	

40375

40386-40430

GROUP B

100 Ton, 3433 cubic foot capacity, open top hopper cars.	150	DRGW 7001-7150	1-12-90 through 3-17-90
100 Ton, 3570 cubic foot capacity, open top hopper cars.	33	DRGW 7201-7233	1-12-90 through 2-23-90



Authorized Representative

ANNEX A

to

Lease of Railroad Equipment

Dated as of December 29, 1989

GROUP A

<u>Equipment Description</u>	<u>No. of Cars</u>	<u>Equipment Numbers</u>
100 Ton, 3600 cubic foot capacity, open top hopper cars.	102	DRGW 40119-40128 40139-40140 40148 40150-40158 40167 40179-40197 40219 40228 40249 40251-40258 40263 40268 40374 40375 40386-40430

GROUP B

<u>Equipment Description</u>		<u>Equipment Numbers</u>
100 Ton, 3433 cubic foot capacity, open top hopper cars.	150	DRGW 7001-7150
100 Ton, 3570 cubic foot capacity, open top hopper cars.	33	DRGW 7201-7233