

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

November 23, 1990

RECORDATION NO

16797-A
0-327A001

FILED 1423

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

NOV 23 1990 - 9 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Amendment I to Locomotive Lease Agreement dated March 12, 1990.

Please file this supplement as ICC Recordation 16797-A. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

KR:po
Enclosures

05, 17 08 6 27 10

Interstate Commerce Commission
Washington, D.C. 20423

11/23/90

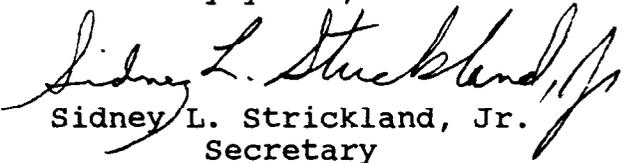
OFFICE OF THE SECRETARY

Karen Rahnasto
Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/23/90 at 9:55am , and assigned recordation number(s). 16797-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM OF
AMENDMENT I TO LOCOMOTIVE LEASE AGREEMENT
DATED MARCH 12, 1990

REGISTRATION NO. 16797-4
NOV 23 1990 - 9 55 AM
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF AMENDMENT 1 TO LOCOMOTIVE LEASE AGREEMENT dated March 12, 1990 is intended to evidence the Amendment I to Locomotive Lease Agreement dated March 12, 1990 (the "Amendment") between Helm Financial Corporation, a California corporation (the "Lessor"), and DAKOTA, MINNESOTA AND EASTERN RAILROAD CORPORATION (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of (9) SD40-2 Locomotives, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Amendment I to Locomotive Lease Agreement dated March 12 1990 as of this 4th day of November, 1990.

LESSOR

HELM FINANCIAL CORPORATION

ATTEST:

John F. Klavis
Title: Vice President - Finance

By: DWR ED
Title: Executive Vice President

LESSEE

DAKOTA, MINNESOTA & EASTERN
RAILROAD CORPORATION

ATTEST:

L.A. Anderson
Title: Vice President/Traffic

By: Gov. Roberts 11/8/90
Title: Vice President/Treasurer/CFO

ANNEX A

to

Memorandum of Amendment 1 to Locomotive Lease Agreement

Dated March 12, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
EMD Model SD40-2, 3000 h.p. Diesel electric six axle Locomotive	9	HL 6359-6364 6384, 6386, 6387

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 19th day of November, 1990, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Exec. V.P. 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 26, 1993
[Notarial Seal]



STATE OF South Dakota)
) §
COUNTY OF Brookings)

On this 8th day of November, 1990, before me personally appeared Gregory W. Robertson, to me personally known, who, being by me duly sworn, says that he is Vice President/Treasurer/CEO of Dakota, Minnesota & Eastern Railroad, 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.

Diane A. Bucher
Notary Public

My Commission Expires: August 27, 1998

[Notarial Seal]