

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

September 26, 1991

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

RECORDATION NO. 17439-B FILED 1225
OCT 2 1991 - 1 40 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Amendment 2 to First Amended and Restated Lease of Railroad Equipment dated November 21, 1990.

Please file this supplement as ICC Recordation 17439-B. The filing fee of \$15.00 is enclosed. Thank You.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

KR\tw
enclosures

AMENDMENT 2
TO
FIRST AMENDED AND RESTATED
LEASE OF RAILROAD EQUIPMENT
DATED NOVEMBER 21, 1990

REGISTRATION NO. 17439-B FILED AND
OCT 2 1991 - 1 40 PM
INTERSTATE COMMERCE COMMISSION

Tennsv, Inc. ("Lessee") and Helm-Pacific Leasing ("Lessor"), have heretofore entered into a Lease of Railroad Equipment ("Lease") dated November 21, 1990 covering fifty (50), 60 foot, 100-ton boxcars, as amended May 31, 1991.

The parties wish to amend the Lease to reflect the following changes:

The Fixed Term of this Lease is hereby set to commence on March 13, 1991 and shall continue in full force and effect for a period of sixty (60) months thereafter.

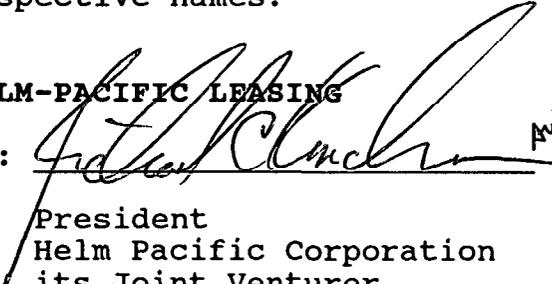
Annex A is hereby canceled and superseded by the attached Annex A to reflect the addition of ten (10) Units. Rent shall become effective, with regard to each such Unit, upon the date of delivery of each such Unit as provided in Section 2 of the Lease, and shall continue in effect with regard to each such Unit, until returned to Lessor at the end of the Term of the Lease, as provided in Section 12 of the Lease.

All other terms and conditions of the Lease, as amended, shall remain in full force and effect.

Executed in five (5) original counterparts as of this 5th day of August 1991.

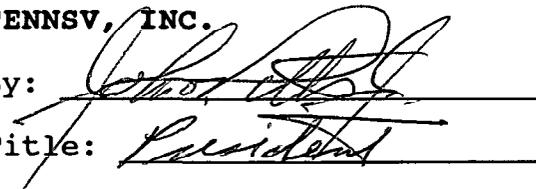
IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have caused these presents to be signed in their respective names.

HELM-PACIFIC LEASING

BY: 

President
Helm Pacific Corporation
its Joint Venturer

TENNSV, INC.

BY: 

Title: President

BY: 

Title: PRESIDENT

Union Pacific Venture
Leasing Corporation
its Joint Venturer

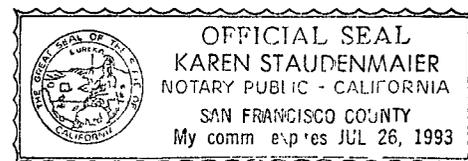
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 22nd day of August, 1991, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of **HELM PACIFIC CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]

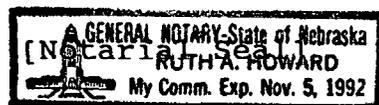


STATE OF NEBRASKA)
) §
COUNTY OF DOUGLAS)

On this 6th day of September, 1991, before me personally appears Charles P. Ecker to me personally known, who being by me duly sworn says that he is a President of **UNION PACIFIC VENTURE LEASING CORPORATION**, 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 as a joint venture partner of Helm-Pacific Leasing.

Ruth A. Howard
Notary Public

My Commission Expires: 11/5/92



STATE OF OKLAHOMA)
) S
COUNTY OF OKLAHOMA)

On this 14th day of August, 1991, before me personally appears John O. Pitts, Jr., to me personally known, who being by me duly sworn says that he is a president of Tennsv., Inc., 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 Whisler
Notary Public

My Commission Expires: 1-11-92



ANNEX A

to

Lease of Railroad Equipment

Dated as of November 21, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
60 foot, 100 ton boxcars with inside height at least 10'9"	60	TSVX 100 through TSVX 159 (inclusive)