

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

July 24, 1992

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

RECORDATION NO. 17466-A
FILED 1425
JUL 28 1992 - 2 55 PM
INTERSTATE COMMERCE COMMISSION

RE: Rail Car Lease Agreement dated as of July 12, 1991 ("Lease")
between Helm Financial Corporation and Maine Coast Railroad
Corporation

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and
recording, under 49 U.S.C. Section 11303(a) and the regulations
promulgated thereunder the following document:

Two (2) fully executed originals of Amendment 1 dated
June 17, 1992 to the Lease ("Amendment 1") between Helm
Financial Corporation and Maine Coast Railroad Corporation

In connection with the recording of Amendment 1 please note the
following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Lessee: Maine Coast Railroad Corporation
41 Massachusetts Avenue
Longmeadow, MA 01106

Equipment: Five (5) covered hopper railcars

Previous ICC Filing: Lease filed on August 5, 1991 under
Recordation No. 17466 at 10:05 AM

Please file Amendment 1 under the next available recordation
number. The filing fee of sixteen dollars (\$16.00) is included
in the enclosed check.

Sincerely,


Sharon L. Van Fossan
Contract Administrator

svf
Enclosures (2)

RECORDATION NO. 17466-A FILED 103

JUL 28 1992 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

Amendment 1
to
Rail Car Lease Agreement
between
Helm Financial Corporation
and
Maine Coast Railroad Corporation

Helm Financial Corporation ("Lessor") and Maine Coast Railroad Corporation ("Lessee") have heretofore entered into a Rail Car Lease Agreement ("Lease") dated July 12, 1991, covering six (6) covered hoppers (the "Units" hereinafter "Group A Units").

Whereas, Lessor and Lessee wish to extend the term of the Lease, with respect to the Group A Units;

Whereas, Lessor and Lessee wish to add five (5) additional covered hoppers ("Group B Units") to the Lease.

NOW THEREFORE, the parties wish to amend the Lease to reflect the following changes:

1. The Term of this Lease, with respect to the Group A Units shall be extended for an additional twelve (12) month period.
2. The Term of this Lease, with respect to the Group B Units, more fully described in Annex A.1 attached hereto, shall commence on the date of delivery and acceptance and shall continue through and including August 31, 1992. Thereafter Lessee shall have the option to renew the Lease with respect to the Group B Units on a month to month basis upon 15 day prior written request, subject to Lessor's approval.
3. Hereinafter, wherever "Unit" or "Units" appears in the Lease it shall mean Group A Units and Group B Units collectively, except as otherwise provided herein.
4. Annex A to the Lease shall be deleted in its entirety and replaced with Annex A.1 attached hereto and whenever Annex A appears in the Lease it shall be Annex A.1

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

Executed in four (4) original counterparts as of this 17th day of June 1992.

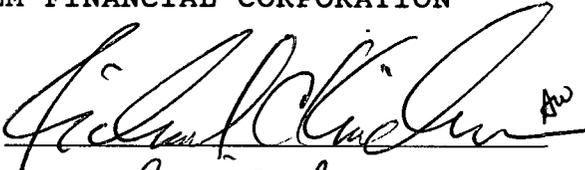
IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority have caused these presents to be signed in their respective names.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

MAINE COAST RAILROAD CORPORATION

By:  ^{AW}

By: 

Title: President

Title: Treasurer

Date: 6-17-92

Date: June 15, 1992

ANNEX A.1

to

Rail Car Lease Agreement

Dated as of July 12, 1991

<u>Equipment Description</u>		<u>Equipment Numbers</u>
<u>Group A</u>		
Six (6) 100-ton, 3,300 cubic foot capacity covered hoppers	MC	12101 12108 12134 12143 12191 12196
<u>Group B</u>		
Five (5) 100-ton, 3,300 cubic foot capacity covered hoppers	MC	12140 12144 12156 12183 12194

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 17th day of June, 1992, 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.

Richard A. Gaines
Notary Public

My Commission Expires: 6-9-95

[Notarial Seal]



STATE OF Maine)
) S
COUNTY OF Lincoln)

On this 15 day of June, 1992, before me personally appeared George W. Kloster, to me personally known, who, being by me duly sworn, says that he is Treasurer of Maine Coast 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.

Roberta L. Wheeler
Notary Public

ROBERTA L. WHEELER
NOTARY PUBLIC, MAINE

My Commission Expires: MY COMMISSION EXPIRES DECEMBER 11, 1996

