

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

1-242A013

RECORDATION NO. 17511 FILED 1425 *A*

August 22, 1991 AUG 30 1991 2:00 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Enclosed is a Memorandum of Addendum 1 to Lease of Railroad Equipment.

Please file this supplement as ICC Recordation # 17511-A. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

Enclosures

AUG 30 2 18 PM '91
MOTOR OPERATING UNIT

17511 -A
AUG 30 1991 -2:20 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ADDENDUM 1
TO
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF ADDENDUM TO LEASE OF RAILROAD EQUIPMENT is intended to evidence the Addendum to the Lease of Railroad Equipment, dated as of July 1, 1991 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and The Wheeling and Lake Erie Railway Company, a Pennsylvania 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 the open top hoppers, 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, and the Addendum.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 22nd day of July, 1991.

LESSOR

HELM FINANCIAL CORPORATION

By:  AW

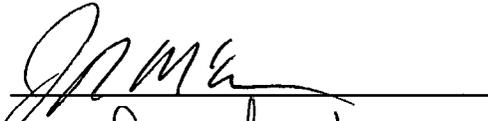
Title: _____

ATTEST:

Title: _____

LESSEE

WHEELING AND LAKE ERIE RAILWAY COMPANY

By: 

Title: President

ATTEST:



Title: G.M. MTS

ANNEX A

to

Memorandum of Addendum 1 to Lease of Railroad Equipment

Dated as of July 1, 1991

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
3,600 cubic foot, 100 ton capacity, open top coal hoppers, built in 1976 by Greenville Steel Car.	66	WE 40075 40078
		40080 40082
		40084 40085
		40086 40087
		40088 40089
		40090 40091
		40092 40093
		40094 40096
		40129 40204
		40130 40205
		40131 40206
		40132 40207
		40138 40208
		40149 40220
		40159 40221
		40160 40222
		40161 40223
		40162 40224
		40163 40225
		40165 40229
		40166 40230
		40172 40232
		40173 40233
		40174 40234
		40175 40235
		40176 40250
		40177 40259
		40178 40260
		40199 40261
		40200 40264
		40201 40265
		40202 40266
		40203 40267

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 5th day of August, 1991, before me personally appeared Richard C. Korchano 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 26, 1993

[Notarial Seal]



STATE OF Ohio)
) S
COUNTY OF Stark)

On this 6 day of August, 1991, before me personally appeared J. B. McCarron to me personally known, who, being by me duly sworn, says that he is President of Pauling & Lake Erie Railway 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.

Paula Keller
Notary Public

My Commission Expires: Oct. 18, 1995

[Notarial Seal]

