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RECORDATION NO 17552-A FILED 1425

JUL 29 1992 -9 45 AM

INTERSTATE COMMERCE COMMISSION

July 29, 1992

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

Dear Ms. Lee:

Enclosed is an Amendment No. 1 dated as of June 17, 1992 for filing.

Please record this document as ICC Recordation #17552-A.

The filing fee of \$16 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

JUL 29 9 36 AM '92
MOTOR OPERATING UNIT

C. Oster
Mary Ann Oster

Amendment 1
to
Lease of Railroad Equipment
between Helm-Pacific Leasing
and
Fibreco Export Inc.

RECORDATION NO. 17552-A
FILED 1423

JUL 29 1992 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

Helm-Pacific Leasing, a Nebraska joint venture ("Lessor") and Fibreco Export Inc. ("Lessee") have heretofore entered into a Lease of Railroad Equipment ("Lease") dated as of September 13, 1991, covering fifty (50) gondolas.

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

Annex A shall be deleted in its entirety and replaced with Annex A.1 attached hereto and wherever 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 eight (8) 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-PACIFIC LEASING

FIBRECO EXPORT INC.

By: Helm Pacific Corporation
its Joint Venturer

By: [Signature]

By: [Signature]

Title: Executive Vice President

Title: President

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: [Signature]

Title: President

ANNEX A.1

to

Lease of Railroad Equipment

Dated as of September 13, 1991

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>			
100-Ton, rotary dump/ end door woodchip	50	TNM	147057	TNM	147899
			147128		147900
			147137		147918
			147155		148002
			147175		148012
			147176		148031
			147183		148035
			147185		148048
			147197		148069
			147207		
			147210		
			147366		
			147389		
			147403		
			147405		
			147407		
			147413		
			147433		
			147449		
			147515		
			147528		
			147541		
			147558		
			147602		
			147617		
			147659		
			147677		
			147681		
			147699		
			147702		
			147704		
			147709		
			147714		
			147720		
			147744		
			147750		
			147790		
			147829		
			147835		
			147853		
			147872		

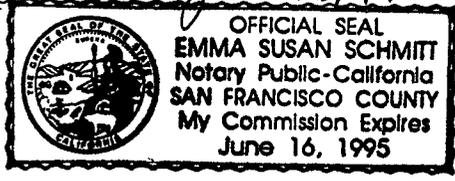
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 4th day of June, 1992, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of **HELM-PACIFIC LEASING**, 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.

Emma Susan Schmitt
Notary Public

My Commission Expires: June 16, 1995

[Notarial Seal]

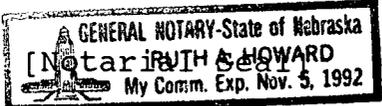


STATE OF NEBRASKA)
) S
COUNTY OF DOUGLAS)

On this 5 day of June, 1992, before me personally appeared D. Chandler Jones to me personally known, who, being by me duly sworn, says that he is 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.

Lucas G. Howard
Notary Public

My Commission Expires: 11/5/92



PROVINCE
~~STATE~~ OF BRITISH COLUMBIA
COUNTY OF VANCOUVER) S

On this 17th day of JUNE, 1992, before me personally appeared ANTHONY JARRETT, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of FIBRECO EXPORT 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. m


Notary Public at + for the Province of
British Columbia

My Commission Expires: Unlimited

[Notarial Seal]

RON L. BOZZER
BARRISTER & SOLICITOR
900 Waterfront Centre, 200 Burrard Street
P.O. Box 48600, Vancouver, Canada V7X 1T2
(604) 640-4234

