

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4078

TELEPHONE (202) 371-9500

TELECOPIER (202) 371-0900

2-139A001

MAY 19 9 09 AM '92
RECORDING UNIT

RECORDED TO 17591-B
FILED 145

MAY 18 1992 - 9 10 AM
INTERSTATE COMMERCE COMMISSION

May 18, 1992

\$16.00

Recordation No. 17591-B

Dear Mr. Strickland:

On behalf of Helm-Pacific Leasing, a Nebraska joint venture, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Amendment #1 to First Amended and Restated Security Agreement ("Amendment").

The parties to the enclosed Amendment are:

Helm-Pacific Leasing, a Nebraska - BORROWER
Joint venture
One Embarcadero Center
San Francisco, California 94111

The Bank of California, N.A., - SECURED PARTY
As Agent for itself and other banks
400 California Street
San Francisco, California 94104

The said Amendment, among other things, amends that certain First Amended and Restated Security Agreement, dated as of March 31, 1992 and recorded April 8, 1992 with the Interstate Commerce Commission ("ICC") under Recordation No. 17591-A, so as to grant a security interest to the Secured Party in all Equipment now owned or hereafter acquired by Borrower, except as released. The Amendment should be recorded under Recordation No. 17591-B.

The units of equipment covered by the Amendment are all units owned by Borrower or hereafter acquired.

Counterparts - A H Kameron

Record under 17591-B

Interstate Commerce Commission

Washington, D.C. 20423

5/18/92

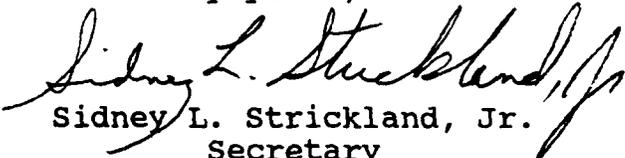
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1275 K Street, NW., Ste. 850
Washington, DC 20005-4078

Dear sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/18/92 at 9:10AM , and assigned recordation number(s). 17591-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

DONELAN, CLEARY, WOOD & MASER, P. C.

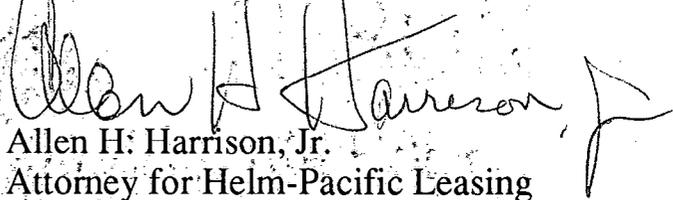
A short summary of the Agreement to appear in the ICC Index is as follows:

“Covers all Equipment now owned or hereafter acquired by Borrower.”

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for Helm-Pacific Leasing
for the purpose of this filing

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosure

BY HAND

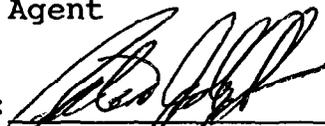
8350-020

4. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

5. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, Borrower and the Agent have executed this Amendment as of the date first above written.

THE BANK OF CALIFORNIA, N.A.,
as Agent

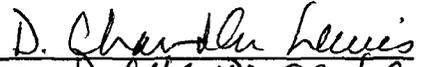
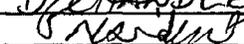
By: 
Name: Robert John Vernagallo
Title: Vice President

HELM-PACIFIC LEASING

By: Helm Pacific Corporation

By: 
Name: DAVID R. GENIES
Title: EXECUTIVE VICE PRESIDENT

By: Union Pacific Venture
Leasing, Inc.

By: 
Name: D. CHANDLER LEWIS
Title: 

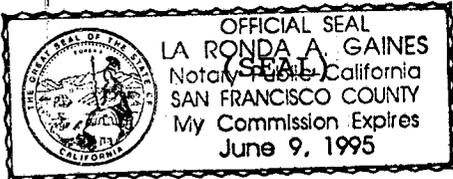
Its Joint Venture Partners

ACKNOWLEDGMENTS

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 12th day of May, 1992, DAVID R. ECKHO
to me known (or proved to me on the
basis of satisfactory evidence) to be such person and officer of
Helm Pacific Corporation, a Joint Venture Partner of Helm Pacific
Leasing, who executed the foregoing instrument, and acknowledged
that he executed the same as such officer as the deed of said
corporation, by its authority.

WITNESS my hand and official seal.

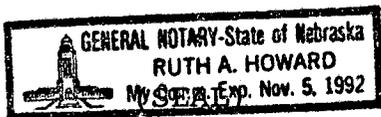


La Ronda A. Gaines
Notary Public
LA RONDA A. GAINES
Name (Typed or Printed)

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 13 day of May, 1992, D. Chandler Lewis
to me known (or proved to me on the
basis of satisfactory evidence) to be such person and officer of
Union Pacific Venture Leasing, Inc., a Joint Venture Partner of
Helm-Pacific Leasing, who executed the foregoing instrument, and
acknowledged that he executed the same as such officer as the deed
of said corporation, by its authority.

WITNESS my hand and official seal.



Ruth A. Howard
Notary Public
Ruth A. Howard
Name (Typed or Printed)

STATE OF CALIFORNIA)
) ss.

