

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

February 1, 1993

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

17710-B  
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INTERSTATE COMMERCE COMMISSION

RE: Lease of Railroad Equipment dated as of November 7, 1991, as amended, ("Lease") between Helm-Pacific Leasing and Tenssv, Inc.

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 No. 2 dated September 16, 1992 to the Lease, as amended, ("Amendment No. 2") between Helm-Pacific Leasing and Tenssv, Inc..

In connection with the recording of Amendment No. 2, please note the following information:

Name and Address of Lessor:

Helm-Pacific Leasing  
c/o Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Name and Address of Lessee:

Tenssv, Inc.  
609 Aberdeen Road  
Edmond, Oklahoma 73034

Equipment:

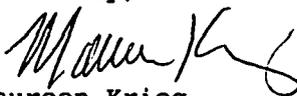
Seventy-seven (77) Boxcars (See Annex A.2. for Car Numbers)

Previous ICC Filing:

Memorandum of Lease filed on February 24, 1992, Recordation No. 17710.

Please file Amendment No. 2 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is enclosed.

Sincerely,

  
Maureen Krieg  
Contracts Administrator

mek  
Enclosures (2)

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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 2

**THIS AMENDMENT NO. 2** (the "Amendment") to the Lease of Railroad Equipment dated as of November 7, 1991, as amended (the "Lease"), between **HELM-PACIFIC LEASING** ("Lessor") and **TENNSV, INC.** ("Lessee") is made as of September 16, 1992 between Lessor and Lessee.

**R E C I T A L S :**

- A. Lessor and Lessee are parties to the Lease pursuant to which seventy-three (73), 60 foot, 100-ton boxcars bearing the reporting marks and numbers TSVX 160-186, 189, 300-344 were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to add four (4), 60 foot, 100 ton boxcars to the Lease.

**NOW, THEREFORE,** in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Paragraph 2 on page 1 of the Lease shall be deleted in its entirety and replaced by the following:

"**WHEREAS,** the Lessor hereby represents that it has the right to lease seventy-seven (77), 60 foot, 100 ton boxcars more fully described in Annex A.2. hereto (hereinafter called the "Units");"

- 4. Annex A.1. to the Lease shall be replaced by Annex A.2. attached hereto and wherever Annex A.1. appears in the Lease it shall be Annex A.2.
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

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

HELM PACIFIC LEASING

*any*  
By: [Signature]  
President  
Helm Pacific Corporation  
its Joint Venturer

Date: 1/4/93

TENNSV, INC.

By: [Signature]  
Title: President

Date: 12/11/92

and

By: D. Chandler Lewis  
Title: President - NPVL  
Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

Date: 12-28-92

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 4th day of January 1993, 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 PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of it 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.

Andrea Drongoski  
Notary Public

My Commission Expires: 6/10/96

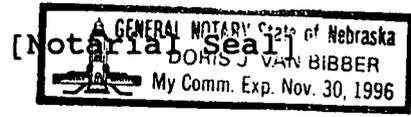


STATE OF NEBRASKA )  
 ) S  
COUNTY OF DOUGLAS )

On this 28th day of December, 1992, before me personally appeared D. Chandler Lewis, 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.

Doris J. Van Bibber  
Notary Public

My Commission Expires: Nov. 30, 1996



STATE OF OKLAHOMA )  
 ) §  
COUNTY OF OKLAHOMA )

On this 14<sup>th</sup> day of December, 1992, before me personally appeared John Pitts, to me personally known, who being by me duly sworn says that he is 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.

Julie W. Wetmore  
Notary Public

My Commission Expires: 6-21-95

[Notarial Seal]

**ANNEX A.2.**

**to**

**Lease of Railroad Equipment**

**Dated as of November 7, 1992**

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
60 foot, 100 ton box-cars with inside height at least 10'9"	77	TSVX 160-186 TSVX 189 TSVX 300-348