

**HELM-PACIFIC LEASING**  
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

March 2, 1993

RECORDATION NO. 17710-C FILED 1425

MAR 3 1993 2:50 PM

INTERSTATE COMMERCE COMMISSION

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

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

Dear Ms. Lee:

On behalf of Helm-Pacific Leasing, 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. 3 dated October 21, 1992 to the Lease ("Amendment No. 3") between Helm-Pacific Leasing and Tennsv, Inc.

In connection with the recording of Amendment No. 3, 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: Tennsv, Inc.  
2500 South Broadway, Suite 250  
Edmond, Oklahoma 73013

Equipment: Seventy-seven (77) XL Boxcars (See Schedule A.2.  
for Car Numbers)

Previous ICC Filing: Memorandum of Lease filed on February 24, 1992,  
Recordation No. 17710.

Please file Amendment No. 3 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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AMENDMENT NO. 3

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 3 (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 October 21, 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-seven (77), 60 foot, 100-ton, XL boxcars bearing the reporting marks and numbers TSVX 160-186, 189, 300-348 (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire for Lessor to grant Lessee a two (2) month moratorium with respect to the Rent for the Units, for Lessor to prorate the Rent due for the Units during such moratorium period over a twenty-four (24) month period ("Prorated Rent"), and for Lessee to pay such Prorated Rent.
- C. Lessor and Lessee desire that the term of the Lease for the Units and the term of the First Amended and Restated Lease of Railroad Equipment dated as of November 21, 1990, as amended ("1990 Lease"), between Lessor and Lessee for the sixty (60) XL boxcars covered under the 1990 Lease, expire simultaneously.
- D. The parties desire to add \_\_\_\_\_ months to the term of the Lease for the Units.

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. The Fixed Term of the Lease for the Units shall expire \_\_\_\_\_ years from the average date of delivery for the Units and the sixty (60) boxcars bearing the reporting marks and numbers TSVX 100-159 covered under the 1990 Lease.
4. The first sentence of Section 5 of the Lease, as amended by Amendment No. 1 to the Lease, shall be replaced by the following:

"Pursuant to the Adjustment of Rent as provided in Section 10 of the Lease, Lessee shall pay to Lessor as rental for each



IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment to be executed by its authorized representative, and each of the undersigned hereto declare that the foregoing is true and correct and was executed on the date indicated below its signature.

**HELM-PACIFIC LEASING**

By: Helm Pacific Corporation  
its Joint Venturer

By: [Signature]  
Title: President  
Date: February 22, 1993

**TENNSV, INC.**

By: Rona J. Simmons  
Title: Vice President  
Date: 11/4/92

By: Union Pacific Venture  
Leasing Incorporated  
its Joint Venturer

By: D. Chandler Lewis  
Title: President - UPVL  
Date: 2-9-93

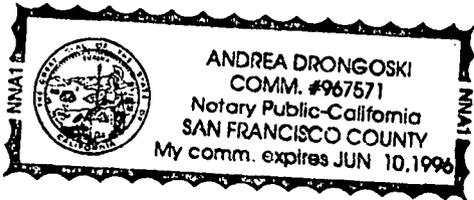
STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 22 day of February, 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

[Notarial Seal]

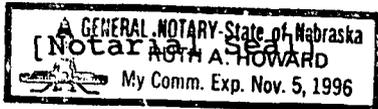


STATE OF NEBRASKA )  
 ) S  
COUNTY OF DOUGLAS )

On this 9 day of February, 1993, before me personally appears D. Charles Lewis, to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING INCORPORATED, 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.

Ruth A. Howard  
Notary Public

My Commission Expires: 11/5/96





STATE OF CALIFORNIA

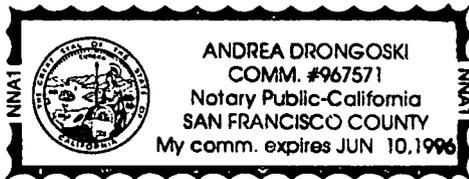
COUNTY OF SAN FRANCISCO

On February 22, 1993, before me, Andrea Drongoski  
personally appeared Richard C. Kirchner, President of HELM PACIFIC  
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed  
the same in his/her/their authorized capacity (ies), and that  
by his/her/their signature(s) on the instrument the person(s),  
or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.



Andrea Drongoski  
SIGNATURE OF THE NOTARY

**ANNEX B.1.**

**CASUALTY SCHEDULE**

**Month**

**Casualty Payment**