

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

0100079025

VIA AIR COURIER

December 29, 1993

RECORDATION NO. 17710 FILED 1425

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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, as amended ("**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. 5 dated as of November 22, 1993 to the Lease ("**Amendment No. 5**") between Helm-Pacific Leasing and Tennsv, Inc.

In connection with the recording of Amendment No. 5, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing,
a Joint Venture

By: Helm Pacific Corporation,
its Joint Venturer
c/o Helm Financial Corporation
One Embarcadero Center
Suite 3500
San Francisco, CA 94111

and

By: Union Pacific Venture Leasing
Incorporated,
its Joint Venturer
1416 Dodge Street
Omaha, NE 68179

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SECRETARY

Ms. Mildred Lee
Interstate Commerce Commission
December 29, 1993
Page 2

Name and Address of Lessee: Tennsv, Inc.
2500 S. Broadway, Suite 250
Edmond, Oklahoma 73013

and

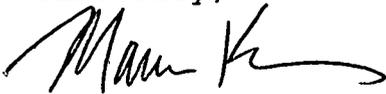
ECO EAST
2500 S. Broadway, Suite 250
Edmond, Oklahoma 73013

Equipment: Seventy-seven (77) XL boxcars (See
Annex A to the Lease for Car
Numbers)

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

Please file Amendment No. 5 under the next available recordation
number. The filing fee of eighteen dollars (\$18.00) is enclosed.

Sincerely,



Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

DRAFT

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AMENDMENT NO. 5

INTEGRATED COMMERCE COMMISSION

THIS AMENDMENT NO. 5 (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 November 22, 1993 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 ECOX 160-186, 189, 300-348 (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to amend Lease to include "ECO EAST" as a Lessee.

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. Retroactive to the date of the remarking of the Units to ECOX, the Lessee shall be deemed to be "TENNSV, INC. and ECO EAST, jointly and severally."
3. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
4. 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.

DRAFT

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.

LESSOR

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

By: *D. R. Ellis*
Title: President
Date: 12-6-93

By: Union Pacific Venture
Leasing Incorporated
its Joint Venturer

By: *D. Chandler Lewis*
Title: President - UPLC
Date: 12-1-93

LESSEE

TENNSV, INC.

By: *[Signature]*
Title: President
Date: 11/23/93

ECO EAST

By: *Rona J. Simmons*
Title: President
Date: 11/23/93

DRAFT

STATE OF OKLAHOMA)
) §
COUNTY OF OKLAHOMA)

On this 23 day of November, 1993, before me personally appeared John D. Pitts, Jr., 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.

Martha Wessler
Notary Public

My Commission Expires: 1-11-96

[Notarial Seal]

STATE OF Oklahoma,
COUNTY OF Oklahoma) §

On this 23 day of November, 1993, before me personally appeared Rena J. Simons, to me personally known, who, being by me duly sworn, says that she is President of **ECO EAST**, 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.

Martha Wessler
Notary Public

My Commission Expires: 1-11-96

[Notarial Seal]