

HM JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

RECORDATION NO. 18289-A FILED 1993

DEC 17 1993 11 40 AM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

December 15, 1993

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

RE: Rail Car Lease Agreement dated as of May 17, 1993 ("**Lease**")
between HM Joint Venture and Spreckles Sugar Company

Dear Ms. Lee:

On behalf of HM Joint Venture, 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. 1 dated
May 17, 1993 to the Lease ("**Amendment No. 1**") between HM
Joint Venture and Spreckles Sugar Company.

In connection with the recording of Amendment No. 1, please note
the following information:

Name and Address of Lessor: HM Joint Venture, a Kentucky Joint
Venture

By: Helm Equipment Leasing
Corporation
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

By: Mansbach Realty Company
1900 Front Street
Ashland, KY 41101

Name and Address of Lessee: Spreckels Sugar Company, Inc.
4256 Hacienda Drive
Pleasanton, California 94588-8625

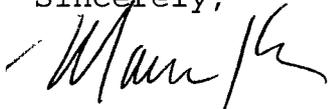
Ms. Mildred Lee
Interstate Commerce Commission
December 15, 1993
Page 2

Equipment: Three hundred twenty-five (325)
open top hopper railcars (See Annex
A.1. for Car Numbers)

Previous ICC Filing: Memorandum of Lease filed on June
30, 1993, Recordation No. 18289.

Please file Amendment No. 1 under the next available recordation
number. The filing fee of eighteen dollars (\$18.00) is enclosed.

Sincerely,



Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

DEC 17 1993 11 40 AM

AMENDMENT NO. 1 INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to the Rail Car Lease Agreement dated as of May 17, 1993 (the "Lease"), between HM JOINT VENTURE ("Lessor") and SPRECKELS SUGAR COMPANY ("Lessee") is made as of October 27, 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 three hundred twenty-five (325) open top hopper railcars more fully described in Annex A to the Lease (the "Unit(s)") were delivered and leased by Lessor to Lessee.
- B. The Unit bearing the reporting mark and numbers HELX 580357 ("Undelivered Unit") was not delivered to Lessee.
- B. Lessor and Lessee desire to replace the Undelivered Unit with the open top hopper railcar bearing the reporting mark and number HELX 581567, which was delivered by Lessor to Lessee on July 20, 1993.
- C. Lessor and Lessee desire to provide the expiration date for the Lease Term for all Units.
- D. The parties desire to amend the Lease as provided herein.

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. Retroactive to July 20, 1993, the first sentence of Paragraph 2.A. is hereby deleted and replaced by the following:

"The term of this Lease shall commence for each Unit on the date such Unit is loaded at the Delivery Point, as provided in Paragraph 3 hereof (the "Delivery Date") and shall continue for all Units though (the "Lease Term")."

- 4. Retroactive to July 20, 1993, Annex A to the Lease is replaced by Annex A.1. and all references to Annex A in the Lease shall be deemed to be Annex A.1.
- 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, 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. ✓

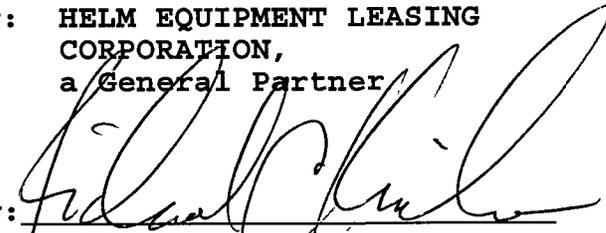
LESSOR

LESSEE

HM JOINT VENTURE
a Kentucky Joint Venture

SPRECKELS SUGAR COMPANY, INC.

By: HELM EQUIPMENT LEASING
CORPORATION,
a General Partner

By: 

Title: President

Date: 11-12-93

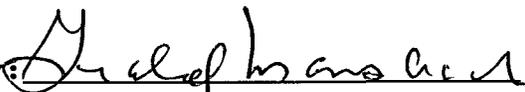
By: 

Title: Director of Logistics

Date: Nov. 8, 1993

and

By: MANSBACH REALTY COMPANY,
a General Partner

By: 

Title: President

Date: 11-10-93

STATE OF CALIFORNIA

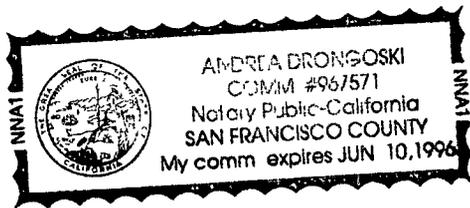
COUNTY OF SAN FRANCISCO

On Nov 12, 1993, before me, Andrea Drongoski personally appeared Richard C. Kirchner, President of **HELM EQUIPMENT LEASING 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

STATE OF KENTUCKY)
) S
COUNTY OF BOYD)

On this 10th day of November, 1993, before me personally appears Gerald Mansbach, to me personally known, who being by me duly sworn says that he is a President of **MANSBACH REALTY COMPANY**, 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.

Edward B Renneker
Notary Public

My Commission Expires: 12/6/94

[Notarial Seal]



STATE OF CALIFORNIA

COUNTY OF ALAMEDA

On Nov. 8, 1993, before me, Carolyn C. Hughes, Notary Public,
personally appeared Richard C. Underwood, Director of Logistics
of **SPRECKELS SUGAR COMPANY, INC.**,

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.



Carolyn C. Hughes
SIGNATURE OF THE NOTARY

ANNEX A.1.

to

Rail Car Lease Agreement
between HM Joint Venture and Spretckels Sugar Company, Inc.
Dated as of May 17, 1993, as amended

Equipment Description:

Three hundred twenty-five (325), 3,209 cubic foot, 100-ton capacity, four-compartment, open top hopper railcars of welded construction and 42/30 degree slope sheets; built by Bethlehem Steel Corporation, 1963 - 1966; rebuilt in 1986 per AAR Rule 88 specification (compliance only - not "rebuilt" status). ↘

Unit Numbers:

1	HELX 580005	36	HELX 580165	71	HELX 580355
2	HELX 580011	37	HELX 580171	72	HELX 580356
3	HELX 580013	38	HELX 580172	73	HELX 580361
4	HELX 580016	39	HELX 580175	74	HELX 580364
5	HELX 580017	40	HELX 580180	75	HELX 580365
6	HELX 580026	41	HELX 580184	76	HELX 580369
7	HELX 580034	42	HELX 580196	77	HELX 580375
8	HELX 580036	43	HELX 580197	78	HELX 580391
9	HELX 580042	44	HELX 580199	79	HELX 580397
10	HELX 580056	45	HELX 580207	80	HELX 580402
11	HELX 580059	46	HELX 580212	81	HELX 580403
12	HELX 580061	47	HELX 580221	82	HELX 580416
13	HELX 580064	48	HELX 580226	83	HELX 580419
14	HELX 580066	49	HELX 580228	84	HELX 580427
15	HELX 580069	50	HELX 580229	85	HELX 580430
16	HELX 580072	51	HELX 580233	86	HELX 580431
17	HELX 580081	52	HELX 580236	87	HELX 580439
18	HELX 580082	53	HELX 580240	88	HELX 580444
19	HELX 580085	54	HELX 580248	89	HELX 580448
20	HELX 580088	55	HELX 580275	90	HELX 580450
21	HELX 580092	56	HELX 580276	91	HELX 580463
22	HELX 580096	57	HELX 580277	92	HELX 580472
23	HELX 580098	58	HELX 580282	93	HELX 580479
24	HELX 580100	59	HELX 580285	94	HELX 580483
25	HELX 580104	60	HELX 580288	95	HELX 580485
26	HELX 580115	61	HELX 580293	96	HELX 580488
27	HELX 580120	62	HELX 580294	97	HELX 580489
28	HELX 580132	63	HELX 580295	98	HELX 580491
29	HELX 580133	64	HELX 580329	99	HELX 580492
30	HELX 580142	65	HELX 580337	100	HELX 580496
31	HELX 580148	66	HELX 580338	101	HELX 580500
32	HELX 580149	67	HELX 580341	102	HELX 580503
33	HELX 580152	68	HELX 580352	103	HELX 580510
34	HELX 580154	69	HELX 580353	104	HELX 580515
35	HELX 580156	70	HELX 580354		

ANNEX A.1. - continued

to

Rail Car Lease Agreement
between HM Joint Venture and Spreckels Sugar Company, Inc.
Dated as of May 17, 1993, as amended

Unit Numbers:

105	HELX	580518	149	HELX	580752	193	HELX	581000
106	HELX	580526	150	HELX	580753	194	HELX	581001
107	HELX	580534	151	HELX	580755	195	HELX	581003
108	HELX	580535	152	HELX	580768	196	HELX	581010
109	HELX	580540	153	HELX	580773	197	HELX	581012
110	HELX	580551	154	HELX	580774	198	HELX	581024
111	HELX	580555	155	HELX	580775	199	HELX	581025
112	HELX	580562	156	HELX	580780	200	HELX	581031
113	HELX	580563	157	HELX	580799	201	HELX	581040
114	HELX	580575	158	HELX	580807	202	HELX	581041
115	HELX	580581	159	HELX	580811	203	HELX	581043
116	HELX	580596	160	HELX	580812	204	HELX	581045
117	HELX	580603	161	HELX	580815	205	HELX	581047
118	HELX	580604	162	HELX	580822	206	HELX	581062
119	HELX	580605	163	HELX	580830	207	HELX	581066
120	HELX	580610	164	HELX	580834	208	HELX	581075
121	HELX	580617	165	HELX	580842	209	HELX	581077
122	HELX	580621	166	HELX	580844	210	HELX	581080
123	HELX	580623	167	HELX	580848	211	HELX	581084
124	HELX	580626	168	HELX	580856	212	HELX	581087
125	HELX	580634	169	HELX	580865	213	HELX	581105
126	HELX	580636	170	HELX	580871	214	HELX	581106
127	HELX	580649	171	HELX	580880	215	HELX	581108
128	HELX	580650	172	HELX	580888	216	HELX	581109
129	HELX	580653	173	HELX	580903	217	HELX	581111
130	HELX	580655	174	HELX	580908	218	HELX	581124
131	HELX	580662	175	HELX	580911	219	HELX	581136
132	HELX	580665	176	HELX	580917	220	HELX	581145
133	HELX	580671	177	HELX	580921	221	HELX	581157
134	HELX	580677	178	HELX	580925	222	HELX	581160
135	HELX	580687	179	HELX	580930	223	HELX	581164
136	HELX	580689	180	HELX	580934	224	HELX	581165
137	HELX	580692	181	HELX	580946	225	HELX	581167
138	HELX	580694	182	HELX	580952	226	HELX	581172
139	HELX	580697	183	HELX	580954	227	HELX	581178
140	HELX	580700	184	HELX	580956	228	HELX	581190
141	HELX	580706	185	HELX	580970	229	HELX	581193
142	HELX	580714	186	HELX	580972	230	HELX	581196
143	HELX	580724	187	HELX	580976	231	HELX	581202
144	HELX	580726	188	HELX	580979	232	HELX	581213
145	HELX	580729	189	HELX	580984	233	HELX	581215
146	HELX	580732	190	HELX	580989	234	HELX	581240
147	HELX	580735	191	HELX	580996	235	HELX	581242
148	HELX	580744	192	HELX	580997	236	HELX	581247

ANNEX A.1. - continued

to

Rail Car Lease Agreement
between HM Joint Venture and Spreckels Sugar Company, Inc.
Dated as of May 17, 1993, as amended

Unit Numbers:

237	HELX	581248	281	HELX	581494	325	HELX	587445
238	HELX	581254	282	HELX	581498			
239	HELX	581256	283	HELX	581504			
240	HELX	581259	284	HELX	581505			
241	HELX	581268	285	HELX	581507			
242	HELX	581269	286	HELX	581514			
243	HELX	581275	287	HELX	581531			
244	HELX	581286	288	HELX	581532			
245	HELX	581287	289	HELX	581533			
246	HELX	581289	290	HELX	581537			
247	HELX	581299	291	HELX	581540			
248	HELX	581304	292	HELX	581549			
249	HELX	581309	293	HELX	581560			
250	HELX	581315	294	HELX	581565			
251	HELX	581319	295	HELX	581566			
252	HELX	581322	296	HELX	581567			
253	HELX	581332	297	HELX	581573			
254	HELX	581337	298	HELX	581580			
255	HELX	581355	299	HELX	581581			
256	HELX	581357	300	HELX	581584			
257	HELX	581361	301	HELX	581587			
258	HELX	581373	302	HELX	581594			
259	HELX	581375	303	HELX	581598			
260	HELX	581382	304	HELX	586802			
261	HELX	581391	305	HELX	586816			
262	HELX	581399	306	HELX	586855			
263	HELX	581401	307	HELX	586862			
264	HELX	581402	308	HELX	586864			
265	HELX	581403	309	HELX	586879			
266	HELX	581405	310	HELX	586884			
267	HELX	581411	311	HELX	586891			
268	HELX	581413	312	HELX	586894			
269	HELX	581424	313	HELX	586897			
270	HELX	581427	314	HELX	586904			
271	HELX	581433	315	HELX	587005			
272	HELX	581442	316	HELX	587029			
273	HELX	581446	317	HELX	587250			
274	HELX	581453	318	HELX	587256			
275	HELX	581468	319	HELX	587257			
276	HELX	581474	320	HELX	587298			
277	HELX	581482	321	HELX	587303			
278	HELX	581487	322	HELX	587362			
279	HELX	581490	323	HELX	587394			
280	HELX	581492	324	HELX	587437			