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12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

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RECORDATION NO. 15622-E FILED 1425

JAN 29 1990 9 45 AM

INTERSTATE COMMERCE COMMISSION

January 29, 1990

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Renewal Rider dated as of January 15, 1990, to a Lease Agreement between Helm Financial Corporation and Burlington Northern Railroad.

Please file this supplemental document as ICC Recordation #15622-E.

The filing fee of \$15 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Mary Ann Oster

JAN 29 9 40 AM '90
NOTER RECORDING UNIT

RECORDATION NO. 15622-E FILED 1423

JAN 29 1990 -9 45 AM

INTERSTATE COMMERCE COMMISSION

RENEWAL RIDER

BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee") and HELM FINANCIAL CORPORATION ("Lessor"), or their predecessors in interest, have heretofore entered into an agreement dated June 25, 1987, bearing I.C.C. Recordation No. 15622 (hereinafter "Lease") covering thirteen (13) locomotives (hereinafter the "Locomotives").

The parties hereto now mutually agree that the Lease including any supplement or amendment thereto (if any) is hereby adopted by the parties hereto as their lease agreement for the Locomotives more fully described in Annex A attached hereto for a term beginning January 16, 1990, and extending to and including January 15, 1991. The Lessor or the Lessee have the right upon sixty (60) days prior written notice, to early terminate the Lease.

All terms and conditions of the Lease as heretofore or herein supplemented and/or amended (if applicable), shall have the same force and effect and be as binding upon the parties hereto during said term as if the same were repeated herein.

The parties wish to further amend the Lease to reflect the following changes:

The number of Locomotives leased is to be decreased from thirteen (13) to twelve (12) and it is now, therefore, agreed by and between the parties as follows:

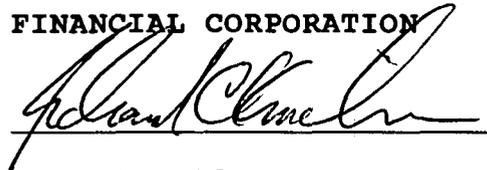
Annex A attached hereto shall be and hereby is, substituted for all previous schedules to the Lease inclusive of any supplements or amendments thereto and, from and after the date hereof, wherever the term Locomotive(s) is used in the Lease, or any amendment or supplement thereto, such reference shall be deemed to refer to the twelve (12) Locomotives shown on Annex A hereto attached.

Section 3, paragraph 1 shall be deleted and replaced in its entirety as follows:

3. Rental. Effective as of January 16, 1990 the rental for the Locomotives shall be an amount per Locomotive as shown in Annex A until same is returned to Lessor at the expiration of the Lease Term, or earlier termination date if applicable, as provided in paragraph 2 hereof. Lessor shall render a monthly bill against Lessee for said rental and Lessee shall pay same within thirty (30) days of receipt thereof.

Executed in quadruplicate as of this 15TH day of January, 1990.

HELM FINANCIAL CORPORATION

By: 

Title: President

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By: 

Title: System Chief Mech Officer

ANNEX A

Locomotive Description: General Motors (Electro Motive Division)
Diesel Electric Locomotives.

<u>LOCOMOTIVE NUMBER</u>	<u>RENT COMMENCEMENT DATE</u>	<u>LEASE EXPIRY</u>	<u>UNIT TYPE/ HORSEPOWER</u>	<u>DAILY RENTAL RATE</u>	<u>CASUALTY VALUE</u>
MP 2018	1/16/90	1/15/91	GP38-2 2000		
2019	1/16/90	1/15/91	GP38-2 2000		
2021	1/16/90	1/15/91	GP38-2 2000		
2022	1/16/90	1/15/91	GP38-2 2000		
2025	1/16/90	1/15/91	GP38-2 2000		
2037	1/16/90	1/15/91	GP38-2 2000		
2039	1/16/90	1/15/91	GP38-2 2000		
2045	1/16/90	1/15/91	GP38-2 2000		
2052	1/16/90	1/15/91	GP38-2 2000		
CBR 403	1/16/90	1/15/91	GP39-2 2300		
ASAB 504	1/16/90	1/15/91	SD9 1750		
ASAB 505	1/16/90	1/15/91	SD9 1750		

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 17th day of JANUARY, 1990, before me personally appeared RICHARD C. KIRCHNER, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynda Herskovitz
Notary Public

My Commission Expires: July 16, 1993

[Notarial Seal]



STATE OF KANSAS)
) §
COUNTY OF JOHNSON)

On this 15th day of JANUARY, 1990, before me personally appeared Edward L. Bauer, Jr., to me personally known, who, being by me duly sworn, says that he is System CMD of Burlington Northern Railroad, 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.

Gerry O. Welch
Notary Public

My Commission Expires: October 5, 1991

[Notarial Seal]

