

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 15, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 16146-B FILED

AUG 18 '97

11-19 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment of Railroad Lease Agreement dated as of February 5, 1997 ("**Memorandum**") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	The Detroit Edison Company 2000 Second Avenue Detroit, MI 48226

The equipment involved in this transaction is as follows:

Equipment: One-hundred eighty-two (182), rotary dump gondola railcars as more fully described in Schedule A to the Memorandum.

Please file this Memorandum as a supplementary document to STB Recordation No. 16146 filed on January 9, 1989 at 10:10 a.m. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*P. Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

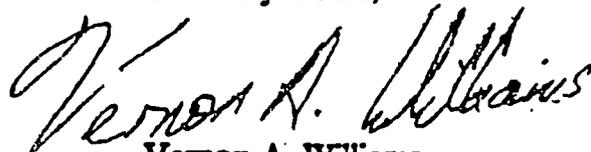
Patrick Hapin  
Document Administrator  
Helm-Atlantic Associates  
Limited Partnership  
One Embarcadero Center  
San Francisco, CA 94111

DATE: 8/18/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 8/18/97 at 11:18AM, 11:19AM, 11:20AM, and  
assigned recordation number(s). 18905-S, 18905-T, 8998-B, 12140-T, 16146-B, 17902-A, 18288-D,  
18924-A, 19329-A, 20821 and 20822.

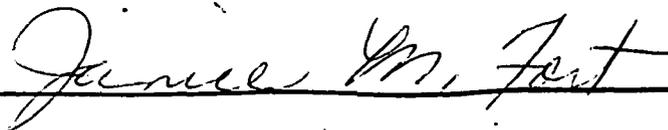
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 264.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 16146-B FILED

AUG 18 '97 11-19 AM

MEMORANDUM OF AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF RAILROAD EQUIPMENT LEASE AGREEMENT ("Memorandum") dated as of February 5, 1997 is intended to evidence the Amendment No. 2 dated as of February 5, 1997 to the Railroad Equipment Lease Agreement dated as of December 26, 1988, as amended ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE DETROIT EDISON COMPANY, a Michigan corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the rental and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

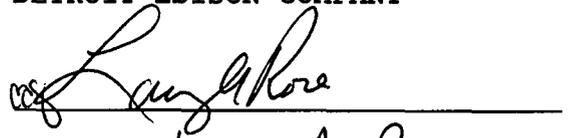
By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

THE DETROIT EDISON COMPANY

By: 

Print Name: Larry A. Raso

Its: Director Operations & Logistics

SCHEDULE A

To the Memorandum of Railroad Equipment Lease Agreement

EXISTING UNITS

Description of Equipment.

One hundred eighty-two (182) 125-ton, 5,160 cubic foot, aluminum body steel underframe, high side, rotary dump gondola railcars.

Even Numbers (Fixed End Couplers)

DEEX 1002-1012, 1016-1030, 1034-1038, 1044, 1048-1050, 1054-1074,  
1078-1080, 2002-2006, 2010, 2014-2024, 2028-2036, 2040-2042,  
2046-2066, 2072-2078, 3002-3020, 3024-3028, 3032-3036, 3040-3046,  
3052, 3056-3058, 3062-3064, 3068, 3072-3074

Odd Numbers (Rotary End Couplers)

DEEX 1001-1013, 1017, 1021-1035, 1041, 1045-1049, 1053-1061, 1067,  
1073, 1077-1079, 2001-2005, 2009-2013, 2019, 2023-2029, 2035-2039,  
2041-2051, 2055-2061, 2065-2071, 2077-2083, 3001-3009, 3019-3051,  
3055-3057, 3061-3067, 3073-3075

DA

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On August 1, 1997, before me, Patrick M. Hapin <sup>Notary Public</sup>, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

personally known to me -OR-

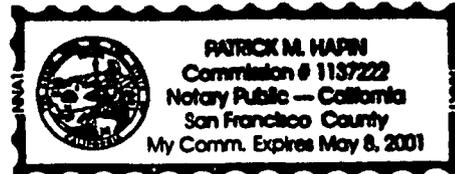
— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s),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

Witness my hand and official seal.

Patrick M. Hapin  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MICHIGAN )  
 ) S.S.  
COUNTY OF WAYNE )



On July 29, 1997, before me, \_\_\_\_\_, personally appeared LARRY ROSE, \_\_\_\_\_ of THE DETROIT EDISON COMPANY,

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.

[Signature]  
SIGNATURE OF THE NOTARY

[Notarial Seal]

M