

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

May 29, 1990

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

RECORDATION NO. 16432-B FILED 1990

JUN 14 1990 -3 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Second Amendment to a Lease of Railroad Equipment dated January 25, 1989.

Please file this supplement as ICC Recordation #16432-B. The filing fee of \$15 is enclosed. Thank you.

Sincerely,



Karen Staudenmaier
Fleet Operations Administrator

KS/mm
Enclosures

HLL-UPR

AMENDMENT 2

TO

RECORDATION NO 16432-B FILED 1425

LEASE OF RAILROAD EQUIPMENT

JUN 14 1990 - 3 10 PM

DATED JANUARY 25, 1989

INTERSTATE COMMERCE COMMISSION

UNION PACIFIC RAILROAD COMPANY ("Lessee") and HELM LOCOMOTIVE LEASING ("Lessor"), have heretofore entered into a Lease of Railroad Equipment ("Lease") dated January 25, 1989, covering thirty-three (33) locomotives.

The parties now wish to amend the Lease to reflect the renumbering of UP 2385, 2338, ~~7789~~ and MP 2071, 2014, 2038, 2009 as currently reflected in Annex A attached to the Lease.

NOW, THEREFORE, IT IS AGREED by and between the parties hereto as follows:

Group "A" within Annex A Unit Numbers herein referenced have been renumbered as outlined in Schedule A attached hereto. All other provisions of Annex A attached to the Lease shall remain in full force and effect.

Executed in four (4) original counterparts as of this 30th day of March, 1990.

HELM LOCOMOTIVE LEASING

UNION PACIFIC RAILROAD COMPANY

By: [Signature]

By: [Signature]

Title: President

Title: V.P. - Supply

INITIAL
WAB / [Signature]

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SCHEDULE A

<u>Old Number</u>		<u>New Number</u>	
UP	2385	UP	1822
UP	2338	UP	1803
MP	2071	UP	1826
MP	2014	UP	1805
MP	2038	UP	1816
UP	7789	UP	1974
MP	2009	UP	1800



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STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 25th day of May, 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 LOCOMOTIVE LEASING, 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.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993



[Notarial Seal]

STATE OF NEBRASKA)
) S
COUNTY OF DOUGLAS)

On this 10th day of April, 1990, before me personally appeared W. A. Bales, to me personally known, who, being by me duly sworn, says that he is VP-Supply of Union Pacific Railroad 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.

Carol A. Leo
Notary Public

My Commission Expires: October 6, 1992

[Notarial Seal]

HLL-UPR

