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16661-D
16661-E
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RECORDED
16661-D
FILED 1990

FEB 15 1990 - 12:00 PM

February 15, 1990

RECORDED
16661-E
FILED 1990

FEB 15 1990 - 12:00 PM

FEB 15 12 11 PM '90
NOTICE OF FILING UNIT

INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

On behalf of Helm Financial Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, not previously recorded, entitled Supplement to Security Agreement, executed as of February 5, 1990, and four (4) executed counterparts of a related document, not previously recorded, entitled Supplement to Assignment of Lease, executed as of February 5, 1990, each of which documents should be included as part of the filing recorded on December 21, 1989 at 2:15 p.m., Recordation No. 16661, as the next available numbers being 16661-D and 16661-E.

The executing parties to the enclosed Supplement to Security Agreement ("Security Agreement") are:

Helm Financial Corporation - Debtor
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Philadelphia National Bank - Secured Party
Broad and Chestnut Streets
Philadelphia, Pennsylvania 19101

The Security Agreement, among other things, covers the granting of a security interest by the Debtor to the Secured Party in the diesel locomotives listed on Annex A to the Security Agreement and all rights of the Debtor in the leasing thereof, to secure the payment of a loan.

The equipment covered is the locomotives listed in Schedule 1 to the Security Agreement.

The Security Agreement should be filed as a secondary document to the Memorandum of Security Agreement dated as of December 21, 1989 between Secured Party and Debtor, bearing Recordation

Counterparts CT. Kandle

Honorable Noreta R. McGee
February 15, 1990
Page 2

No. 16661 (the "Memorandum of Security Agreement"). A short summary of the Security Agreement to appear in the ICC Index is as follows:

"Covers ten (10) GP40 3,000 H.P. diesel electric locomotives, Road Numbers UP 870, 871, 878-884 and 886."

The executing party to the enclosed Supplement to Assignment of Lease ("Assignment") is:

Helm Financial Corporation - Assignor
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

and the Assignment is executed in favor of:

Philadelphia National Bank - Assignee
Broad and Chestnut Streets
Philadelphia, Pennsylvania 19101

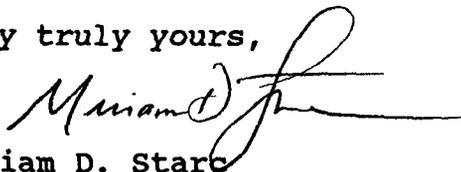
The Assignment supplements the Assignment of Lease bearing Recordation No. 16661-B to include the locomotives listed in Schedule 1 to the Assignment.

The Assignment should be filed as a secondary document to the above-referenced Memorandum of Security Agreement. A short summary of the Assignment to appear in the ICC Index is as follows:

"Supplement to Assignment of Lease relating to ten (10) GP40 3,000 H.P. diesel electric locomotives, Road Numbers UP 870, 871, 878-884 and 886."

Enclosed is a check in the amount of thirty dollars (\$30.00), in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Security Agreement and the Assignment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Miriam D. Starc

REGISTRATION NO. 10661-1-E FILED NO. 10661-1-E

FEB 15 1990 -12:00 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO ASSIGNMENT OF LEASE

FOR VALUE RECEIVED, Helm Financial Corporation, a California corporation ("**Assignor**"), hereby assigns and transfers to the Philadelphia National Bank, a national banking association ("**Assignee**"), its successors and assigns, the following:

1. All of Assignor's right, title and interest in and to any moneys payable under the Lease (as defined in the Assignment of Lease dated as of December 21, 1989 made by Assignor in favor of Assignee (the "**Assignment of Lease**")) insofar as they relate to or arise from the Group Two Equipment as listed on Schedule 1 hereto (the "**Group Two Equipment**") which Group Two Equipment is leased pursuant to the Lease and described in Annex A thereto, including, without limitation, all rental payments, damages and casualty value payments made pursuant to Section 8(b) of the Lease; and

2. All of Assignor's right to exercise all the rights and remedies of the lessor under the Lease with respect to all Group Two Equipment.

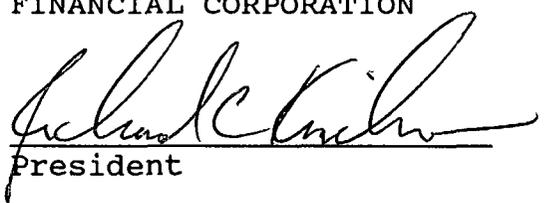
3. Effective upon the execution hereof, all of the provisions of the Assignment of Lease shall apply to the Group Two Equipment.

4. Except as specifically supplemented here, the Security Assignment of Lease remains in full force and effect.

5. This Supplement is made pursuant to and for the purposes of that certain Supplement to Security Agreement of even date herewith, given by Assignor to Assignee to secure the obligations of Assignor under the Security Agreement dated as of December 21, 1989 between Assignor and Assignee and the related promissory notes, and shall remain in full force and effect until the obligations evidenced thereby have been paid and discharged in full.

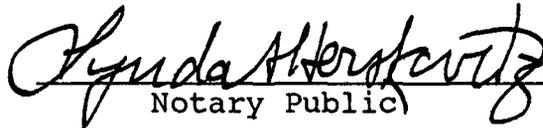
IN WITNESS WHEREOF this Supplement has been duly executed and delivered as of the 5th day of February, 1990.

HELM FINANCIAL CORPORATION

By: 
President

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 5th day of FEBRUARY, 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.


Notary Public

My Commission Expires: July 16, 1993

[Notarial Seal]



SCHEDULE 1

to

A Supplement to Assignment of Lease dated as of February 5, 1990 between Helm Financial Corporation, as Debtor and The Philadelphia National Bank, as Secured Party.

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
General Motors EMD, 3,000 H.P. GP40 Locomotives	10	UP 870, 871, 878-884 & 886