

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

## VIA AIR COURIER

January 31, 1997

RECORDATION NO. 20535-A  
FILED 1426  
FEB 5 1997 9 45 AM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Mr. Williams:

Enclosed are two (2) originals of Amendment No. 1 dated November 5, 1996 to the Agreement dated as of January 1, 1994 between the following parties:

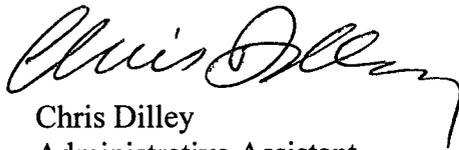
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	The Dayton Power and Light Company 1065 Woodman Drive Dayton, OH 45432

The equipment involved in this transaction is as follows:

Equipment: Two hundred sixty-two (262) open top hopper railcars (See Annexes A.3. and A.4. attached for reporting mark & numbers.)

Please file this agreement as a supplementary document to the Memorandum of Restated Lease of Railroad Equipment attached and also submitted for filing on this date. A check for the filing fee of \$22.00 is enclosed.

Sincerely,

  
Chris Dilley  
Administrative Assistant

/cpd  
Enclosures (2)

RECORDATION NO. 20535-A  
FILED 1996  
FEB 5 1997 9 45 AM

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to the Restated Lease of Railroad Equipment dated as of January 1, 1994 (the "Restated Lease") between HELM FINANCIAL CORPORATION ("Lessor") and THE DAYTON POWER AND LIGHT COMPANY ("Lessee") is made as of November 5, 1996 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Restated Lease pursuant to which the two hundred sixty-five (265) railcars described in Annex A.1. and Annex A.2. to the Lease (the "Unit(s)") were leased by Lessor to Lessee.
- B. The Unit bearing the reporting mark and number HLMX 87648 suffered a Casualty Occurrence under the provisions of Section 8.2 of the Restated Lease and was terminated from the Restated Lease on August 14, 1996.
- C. Lessor and Lessee desire to terminate the Restated Lease early for the forty-two (42) Units described in Schedule A attached hereto ("Terminated Unit(s)").
- D. Lessor and Lessee desire to add to the Restated Lease the forty (40) railcars described in Annex A.4. attached hereto ("Replacement Units").
- E. 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 Restated Lease as follows:

- 1. All terms defined in the Restated Lease shall have the meanings defined therein when used in this Amendment, except that the term Units shall mean the one hundred thirty-four (134) Group A Units described in Annex A.3. attached hereto and the one hundred twenty-eight (128) Group B Units described in Annex A.4. attached hereto.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. The Restated Lease is hereby terminated for each Terminated Unit on the Termination Date provided in Schedule A hereto.
- 4. Effective as of July 6, 1996, Lessee hereby accepts the Replacement Units under the Restated Lease, which are in good order, condition and repair and Lessee confirms that the Replacement Units are subject in all respects to the terms, provisions, requirements and standards of the Restated Lease.
- 5. Annex A.1., Annex A.2. and Annex C to the Restated Lease are hereby replaced by Annex A.3., Annex A.4. and Annex C.1. attached hereto, and

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all references in the Restated Lease to Annex A.1., Annex A.2. and Annex C shall be deemed to refer to Annex A.3., Annex A.4. and Annex C.1., respectively.

6. Except as expressly modified by this Amendment, all terms and provisions of the Restated Lease shall remain in full force and effect.
7. 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 WHEREOF, each party, pursuant to due authority has caused this Amendment No. 1 dated as of November 5, 1996 to be signed in its respective corporate name on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By:   
Title: President  
Date: December 20, 1996

LESSEE

THE DAYTON POWER AND LIGHT COMPANY

By:   
Title: Managing Director  
Date: December 17, 1996

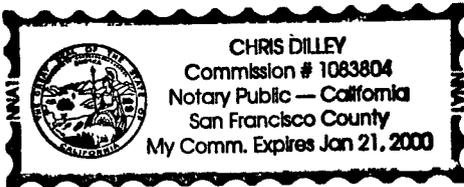
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On December 20, 1996, before me, Chris Dilly,  
personally appeared Richard C. Kirchner, President of HELM FINANCIAL  
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.



[Notarial Seal]

Chris Dilly  
SIGNATURE OF THE NOTARY

STATE OF OHIO )  
 ) S.S.  
COUNTY OF MONTGOMERY )

On December 17, 1996, before me, Ellen S. Leffak,  
personally appeared James W. Tomasiak, Managing Director of THE DAYTON  
POWER AND LIGHT COMPANY,

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.

Ellen S. Leffak  
SIGNATURE OF THE NOTARY

ELLEN S. LEFFAK, Attorney at Law  
Notary Public, State of Ohio  
My Commission has no expiration date  
Section 147.03 O. R. C.

[Notarial Seal]

ANNEX A.3.

To the Restated Lease of Railroad Equipment dated as of January 1, 1994, as amended, between Helm Financial Corporation and The Dayton Power and Light Company

GROUP A UNITS

Equipment Description:

Eleven (11), 100-ton, 3570 cubic foot, roller bearing, three-pocket, open top coal hopper railcars; built by Norfolk Western in 1978.

Unit Numbers:

HLMX 1080, 1090, 1140, 1250, 1300, 1310, 1380, 1440, 1540, 1620, 1670.

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Equipment Description:

Two (2), 100-ton, 3500 cubic foot, roller bearing, three-pocket, open top coal hopper railcars; built by Norfolk Western in 1978.

Unit Numbers:

HLMX 1430, 1490.

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Equipment Description:

Forty-seven (47), 100-ton, 3418 cubic foot, roller bearing, three-pocket, open top coal hopper railcars; rebuilt by Bethlehem Steel in 1988.

Unit Numbers:

HLMX 5001, 5010, 5025, 5029, 5030, 5031, 5037, 5038, 5046, 5057,  
5066, 5067, 5068, 5070, 5077, 5079, 5082, 5093, 5107, 5108,  
5110, 5113, 5114.

HLMX 10000, 10010, 10012, 10013, 10016, 10019, 10024, 10025, 10027,  
10031, 10032, 10034, 10058, 10063, 10064, 10077, 10079, 10092,  
10098, 10101, 10102, 10105, 10113, 10119.

ANNEX A.3. - Continued

To the Restated Lease of Railroad Equipment dated as of January 1, 1994, as amended, between Helm Financial Corporation and The Dayton Power and Light Company

GROUP A UNITS - Continued

Equipment Description:

Four (4), 100-ton, 3418 cubic foot, roller bearing, three-pocket, open top coal hopper railcars; rebuilt by Bethlehem Steel in 1978.

Unit Numbers:

HLMX 20015, 20017, 20022, 20024.

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Equipment Description:

Seventy (70), 100-ton, 3420 cubic foot, roller bearing, three-pocket, open top coal hopper railcars; built by Greenville Steel in 1975.

Unit Numbers:

HLMX 87607, 87611, 87613, 87618, 87619, 87620, 87629, 87631, 87633,  
87635, 87636, 87637, 87638, 87639, 87641, 87646, 87650, 87656,  
87659, 87663, 87666, 87667, 87671, 87674, 87679, 87685, 87691,  
87695, 87698, 87699, 87700, 87705, 87709, 87711, 87715, 87716,  
87717, 87718, 87719, 87720, 87723, 87725, 87728, 87729, 87732,  
87733, 87736, 87741, 87742, 87744, 87751, 87759, 87764, 87767,  
87771, 87774, 87775, 87776, 87784, 87792, 87794, 87797.

HLMX 540560, 540568, 540569, 540613, 540622, 540665, 540669, 540693

ANNEX A.4.

To the Restated Lease of Railroad Equipment dated as of January 1, 1994, as amended, between Helm Financial Corporation and The Dayton Power and Light Company

GROUP B UNITS - Continued

REPLACEMENT UNITS

Equipment Description:

Forty (40), 3834 cubic foot, 4 pocket, non-rotary coupled open top hopper railcars; built by Illinois Central in 1968 and 1972.

Unit Numbers:

HLMX 582055, 582293, 582581, 582681, 582694, 582779, 582827, 582923,  
582982, 583018, 583069, 583169, 587783, 587872, 587925, 588026,  
588052, 588058, 588090, 588251, 588349, 588387, 588399, 588437,  
588443, 588470, 588530, 588554, 588628, 588667, 588753, 588945,  
588965, 589097, 589191, 589313, 589325, 589331, 589503, 589652.

ANNEX A.4.

To the Restated Lease of Railroad Equipment dated as of January 1, 1994, as amended, between Helm Financial Corporation and The Dayton Power and Light Company

GROUP B UNITS - Continued

REPLACEMENT UNITS

Equipment Description:

Forty (40), 3834 cubic foot, 4 pocket, non-rotary coupled open top hopper railcars; built by Illinois Central in 1968 and 1972.

Unit Numbers:

HLMX 582055, 582293, 582581, 582681, 582694, 582779, 582827, 582923,  
582982, 583018, 583069, 583169, 587783, 587872, 587925, 588026,  
588052, 588058, 588090, 588251, 588349, 588387, 588399, 588437,  
588443, 588470, 588530, 588554, 588628, 588667, 588753, 588945,  
588965, 589097, 589191, 589313, 589325, 589331, 589503, 589652.

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SCHEDULE A

To the Restated Lease of Railroad Equipment dated as of January 1, 1994, as amended, between Helm Financial Corporation and The Dayton Power and Light Company

TERMINATED UNITS

<u>Unit Number</u>	<u>Termination Date</u>
HLMX 5000	07/06/96
HLMX 5002	07/06/96
HLMX 5017	07/06/96
HLMX 5039	07/06/96
HLMX 5049	07/06/96
HLMX 5052	07/06/96
HLMX 5056	07/06/96
HLMX 5083	07/06/96
HLMX 5086	07/06/96
HLMX 5090	07/06/96
HLMX 10011	07/06/96
HLMX 10028	07/06/96
HLMX 10029	07/06/96
HLMX 10035	07/06/96
HLMX 10043	07/06/96
HLMX 10046	07/06/96
HLMX 10057	07/06/96
HLMX 10066	07/06/96
HLMX 10068	07/06/96
HLMX 10072	07/06/96
HLMX 10094	07/96/96
HLMX 10095	07/06/96
HLMX 10097	07/06/96
HLMX 10100	08/25/96
HLMX 10103	07/06/96
HLMX 10106	07/06/96
HLMX 10107	07/06/96
HLMX 10109	07/06/96
HLMX 10111	07/06/96
HLMX 10114	07/06/96
HLMX 10116	07/06/96
HLMX 10123	07/06/96
HLMX 20001	07/06/96
HLMX 20002	07/06/96
HLMX 20005	07/06/96
HLMX 20010	07/06/96
HLMX 20011	07/06/96
HLMX 20013	07/06/96
HLMX 20014	07/06/96
HLMX 20021	07/06/96
HLMX 20023	07/06/96
HLMX 20025	08/25/96

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ANNEX C.1.

To the Restated Lease of Railroad Equipment dated as of January 1, 1994, as amended, between Helm Financial Corporation and The Dayton Power and Light Company

CASUALTY SCHEDULE

Lease Term Period <u>(Month)</u>	Per Unit Settlement Value	Per Unit Settlement Value	Per Unit Settlement Value
	HLMX 5000-5114 HLMX 540560-540693	HLMX 1080-1670 HLMX 87602-87797	HLMX 10000-10123 HLMX 20000-20026 <u>HLMX 582055-589652</u>
Jan 1994	\$15,000.00	\$19,000.00	\$24,000.00
Feb 1994	14,958.00	18,958.00	23,944.00
Mar 1994	14,915.00	18,915.00	23,887.00
Apr 1994	14,873.00	18,873.00	23,831.00
May 1994	14,831.00	18,831.00	23,775.00
Jun 1994	14,789.00	18,789.00	23,718.00
Jul 1994	14,746.00	18,746.00	23,662.00
Aug 1994	14,704.00	18,704.00	23,606.00
Sep 1994	14,662.00	18,662.00	23,549.00
Oct 1994	14,620.00	18,620.00	23,493.00
Nov 1994	14,577.00	18,577.00	23,437.00
Dec 1994	14,535.00	18,535.00	23,380.00
Jan 1995	14,493.00	18,493.00	23,324.00
Feb 1995	14,451.00	18,451.00	23,268.00
Mar 1995	14,408.00	18,408.00	23,211.00
Apr 1995	14,366.00	18,366.00	23,155.00
May 1995	14,324.00	18,324.00	23,099.00
Jun 1995	14,282.00	18,282.00	23,042.00
Jul 1995	14,239.00	18,239.00	22,986.00
Aug 1995	14,197.00	18,197.00	22,930.00
Sep 1995	14,155.00	18,155.00	22,873.00
Oct 1995	14,113.00	18,113.00	22,817.00
Nov 1995	14,070.00	18,070.00	22,761.00
Dec 1995	14,028.00	18,028.00	22,704.00
Jan 1996	13,986.00	17,986.00	22,648.00
Feb 1996	13,944.00	17,944.00	22,592.00
Mar 1996	13,901.00	17,901.00	22,535.00
Apr 1996	13,859.00	17,859.00	22,479.00
May 1996	13,817.00	17,817.00	22,423.00
Jun 1996	13,775.00	17,775.00	22,366.00
Jul 1996	13,732.00	17,732.00	22,310.00
Aug 1996	13,690.00	17,690.00	22,254.00
Sep 1996	13,648.00	17,648.00	22,197.00
Oct 1996	13,606.00	17,606.00	22,141.00
Nov 1996	13,563.00	17,563.00	22,085.00
Dec 1996	13,521.00	17,521.00	22,028.00

ANNEX C.1. - Continued

To the Restated Lease of Railroad Equipment dated as of January 1, 1994 between Helm Financial Corporation and The Dayton Power and Light Company

CASUALTY SCHEDULE

Lease Term Period (Month)	Per Unit Settlement Value	Per Unit Settlement Value	Per Unit Settlement Value
	HLMX 5000-5114 HLMX 540560-540693	HLMX 1080-1670 HLMX 87602-07797	HLMX 10000-10123 HLMX 20000-20026 HLMX 582055-589652
Jan 1997	\$13,479.00	\$17,479.00	\$21,972.00
Feb 1997	13,437.00	17,437.00	21,915.00
Mar 1997	13,394.00	17,394.00	21,859.00
Apr 1997	13,352.00	17,352.00	21,803.00
May 1997	13,310.00	17,310.00	21,746.00
Jun 1997	13,268.00	17,268.00	21,690.00
Jul 1997	13,225.00	17,225.00	21,634.00
Aug 1997	13,183.00	17,183.00	21,577.00
Sep 1997	13,141.00	17,141.00	21,521.00
Oct 1997	13,099.00	17,099.00	21,465.00
Nov 1997	13,056.00	17,056.00	21,408.00
Dec 1997	13,014.00	17,014.00	21,352.00
Jan 1998	12,972.00	16,972.00	21,296.00
Feb 1998	12,930.00	16,930.00	21,239.00
Mar 1998	12,887.00	16,887.00	21,183.00
Apr 1998	12,845.00	16,845.00	21,127.00
May 1998	12,803.00	16,803.00	21,070.00
Jun 1998	12,761.00	16,761.00	21,014.00
Jul 1998	12,718.00	16,718.00	20,958.00
Aug 1998	12,676.00	16,676.00	20,901.00
Sep 1998	12,634.00	16,634.00	20,845.00
Oct 1998	12,592.00	16,592.00	20,789.00
Nov 1998	12,549.00	16,549.00	20,732.00
Dec 1998	12,507.00	16,507.00	20,676.00
Jan 1999	12,465.00	16,465.00	20,620.00
Feb 1999	12,423.00	16,423.00	20,563.00
Mar 1999	12,380.00	16,380.00	20,507.00
Apr 1999	12,338.00	16,338.00	20,451.00
May 1999	12,296.00	16,296.00	20,394.00
Jun 1999	12,254.00	16,254.00	20,338.00
Jul 1999	12,211.00	16,211.00	20,282.00
Aug 1999	12,169.00	16,169.00	20,225.00
Sep 1999	12,127.00	16,127.00	20,169.00
Oct 1999	12,085.00	16,085.00	20,113.00
Nov 1999	12,042.00	16,042.00	20,056.00
Dec 1999	12,000.00	16,000.00	20,000.00
thereafter	12,000.00	16,000.00	20,000.00