

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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April 24, 2001

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RECORDATION NO. 18473-C FILED
APR 25 '01 : 1-0 2 PM
SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Amendment to Lease of Railroad Equipment dated as of January 23, 2001 which is intended to evidence **Amendment No. 1** dated as of January 23, 2001 to the Lease of Railroad Equipment dated as of October 1, 1993 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Indiana Harbor Belt Railroad Company
2721 - 161st Street
Hammond, IN 46323

A short summary of the document to appear in the index follows:

Memorandum of Amendment to Lease of Railroad Equipment dated January 23, 2001 evidencing **Amendment No. 1** to the Lease of Railroad Equipment dated October 1, 1993 between Helm Financial Corporation as Lessor and Indiana Harbor Belt Railroad Company as Lessee, covering fifty-two (52) railcars from within the series **IHB 1200-1208, 1210-1252**.

Please file this memorandum as a secondary document to Recordation No. **18473** filed on November 15, 1993 and return one (1) stamped original to my attention. A check covering the twenty-eight dollar (\$28.00) filing fee is enclosed.

Yours truly,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 18473-C FILED

APR 25 '01 : 1-02 PM



**MEMORANDUM OF AMENDMENT
SURFACE TRANSPORTATION BOARD TO LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF AMENDMENT TO LEASE OF RAILROAD EQUIPMENT (~~Memorandum~~) dated as of January 23, 2001 is intended to evidence Amendment No. 1 dated as of January 23, 2001 to the Lease of Railroad Equipment dated as of October 1, 1993 ("Lease") between HELM FINANCIAL CORPORATION (as successor in interest to Helm-Atlantic Associates Limited Partnership), a California corporation ("Lessor") and INDIANA HARBOR BELT RAILROAD COMPANY, an Indiana 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. The Lease was filed under Recordation No. 18473 on November 15, 1993. Lessor has the right to lease the railcars, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

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

LESSEE

HELM FINANCIAL CORPORATION

INDIANA HARBOR BELT RAILROAD COMPANY

By: *John F. Dains*
Name: John F. Dains
Title: President

By: *C.H. Allen*
Name: C. H. Allen
Title: General Manager

D

SCHEDULE A

To the Memorandum of Amendment to Lease Dated January 23, 2001

Equipment Description:

Fifty-two (52), 100-ton, coil steel railcars equipped with cross members and hoods.

Unit Numbers:

IHB 1200-1208, 1210-1252

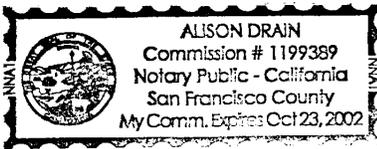
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 19th, 2001, before me, Alison Drain, personally
appeared John F. Dains, 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.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF INDIANA)
) S.S.
COUNTY OF LAKE)

On March 13, 2001, 2001, before me, Paulette J. Peterson, personally
appeared C. H. Allen, General Manager of INDIANA HARBOR BELT RAILROAD COMPANY,

___ personally known to me -OR-

X 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.

PAULETTE J. PETERSON
Notary Public, State of Indiana
County of Lake
My Commission Expires Apr. 3, 2008

Witness my hand and official seal.

Paulette J. Peterson
SIGNATURE OF THE NOTARY

[Notarial Seal]

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