

**HELM-PACIFIC LEASING**  
JOINT VENTURE

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

March 25, 2002

RECORDATION NO. 19827-B FILED

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

APR 5 '02 2-16 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are three (3) originals of the Memorandum of Amendment to Railcar Lease Agreement dated as of February 1, 1999 between the following parties:

Lessor: Helm-Pacific Leasing  
c/o Helm Pacific Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Dakota, Minnesota & Eastern Railroad Corporation  
337 - 22<sup>nd</sup> Avenue South  
Brookings, SD 57006

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

Memorandum of Amendment to Railcar Lease Agreement dated as of February 1, 1999 to evidence Amendment No. 3 dated as of February 1, 1999 to the Railcar Lease Agreement dated as of September 11, 1995 between Helm-Pacific Leasing as Lessor and Dakota, Minnesota & Eastern Railroad Corporation as Lessee, covering 63 RBL boxcars bearing the reporting mark and numbers ATW 1100-1141, 1143-1160, 1162-1164.

Please file this Memorandum of Amendment to Railcar Lease Amendment as a supplementary document to Recordation No. 19827 filed on December 24, 1995 and return two (2) stamped originals to my attention. The filing fee of \$28.00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (3)

19827-B 2:16

MEMORANDUM OF  
AMENDMENT TO RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF AMENDMENT TO RAILCAR LEASE AGREEMENT ("Memorandum") is made as of February 1, 1999 and is intended to evidence that certain Amendment No. 3 dated February 1, 1999 ("Amendment") to the Railcar Lease Agreement dated as of September 11, 1995, as amended ("Agreement"), between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11303. The Agreement was originally filed with the STB on December 24, 1995 under Recordation No. 19827. Lessor has the right to lease the sixty-three (63) insulated boxcars, more fully described in Schedule A, hereto ("Cars"). Lessee leased from Lessor the Cars at the rentals and upon the terms and conditions provided in the Agreement and the Amendment.

The Agreement and the Cars 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

LESSEE

HELM-PACIFIC LEASING

DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION

By: Helm Pacific Corporation,  
a General Partner

By: David R. Eckles  
Name: David R. Eckles  
Title: Chief Executive Officer

By: John B. Gabel  
Name: JOHN B. GABEL  
Title: Gen mgr Railcar Fleet

By: Union Pacific Venture Leasing,  
Incorporated, a General Partner

By: Joseph E. O'Connor, Jr.  
Name: Joseph E. O'Connor, Jr.  
Title: President

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SURFACE TRANSPORTATION BOARD

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SCHEDULE A  
TO THE MEMORANDUM OF AMENDMENT TO RAILCAR LEASE AGREEMENT

THE CARS

**Equipment Description:**

Sixty-three (63), 50 foot, 70-ton, insulated boxcars with 20 inch cushioned underframe, load dividers, plug doors and two pneumatic bulkheads with one (1) air bag each; built by Pacific Car and Foundry in 1974 and 1975.

**Car Reporting  
Marks and Numbers**

ATW 1100-1141, 1143-1160, 1162-1164



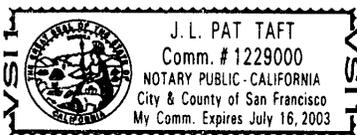
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO)

On September 5, 2001, before me, J.L. Pat Taft, personally appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC 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.

J.L. Pat Taft  
SIGNATURE OF THE NOTARY

(Notarial Seal)

STATE OF NEBRASKA )  
 ) S.S.  
COUNTY OF DOUGLAS )

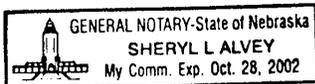
On September 4, 2001, before me, Sheryl L. Alvey, personally appeared Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

\_\_\_ 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.



Sheryl L. Alvey  
SIGNATURE OF THE NOTARY

(Notarial Seal)

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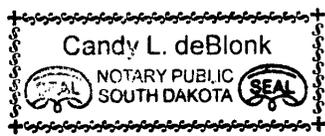
COUNTY OF BROOKINGS )  
 ) S.S.  
STATE OF SOUTH DAKOTA )

On Aug. 16, 2001, before me, Candy L. deBlonk,  
personally appeared John D. Gabel, General Manager of  
**DAKOTA, MINNESOTA & EASTERN RAILROAD 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.



(Notarial Seal)

WITNESS my hand and official seal.

Candy L. deBlonk  
SIGNATURE OF THE NOTARY  
My Commission Expires: March 10, 2007

*[Handwritten mark]*