

# HELM FINANCIAL CORPORATION

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

January 16, 2001

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



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Amendment to Locomotive Lease Agreement ("**Memorandum**"), evidencing **Amendment No. 2** dated as of November 30, 2000, to the Locomotive Lease Agreement dated September 24, 1999, as amended, between the following parties:

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

Lessee: BC Rail Ltd.  
221 West Esplanade  
North Vancouver, British Columbia  
CANADA V7M 3J1

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

Memorandum of Amendment to Locomotive Lease Agreement evidencing **Amendment No. 2** dated as of November 30, 2000 to the Locomotive Lease Agreement dated September 24, 1999, as amended, between Helm Financial Corporation as Lessor and BC Rail Ltd. as Lessee, covering seven (7) locomotives with the mark **HLCX** and the numbers **6077, 6500, 6507, 6512, 6525, 6298** and **7180**.

Please file this Memorandum as a secondary document to Recordation No. **22606** filed on December 16, 1999. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. **22606-B** FILED  
FEB 7 '01 9-29 AM  
TS  
SURFACE TRANSPORTATION BOARD

RECORDATION NO. 22606-B FILED

FEB 7 '01 9-29 AM

MEMORANDUM OF  
AMENDMENT TO LEASE

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF AMENDMENT OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is made as of November 30, 2000 and is intended to evidence that certain Amendment No. 2 dated as of November 30, 2000 ("Amendment No. 2") to the Locomotive Lease Agreement dated as of September 24, 1999, as amended ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and BC RAIL PARTNERSHIP, a Canadian partnership ("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 on December 16, 1999 under Recordation No. 22606. Lessor has the right to lease the locomotives, 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.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

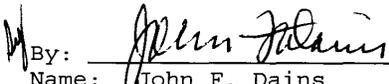
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

BC RAIL PARTNERSHIP

By:   
Name: John F. Dains  
Title: President

By:   
Name: T. C. O'Brien  
Title: Director, Supply Services

*dy*

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

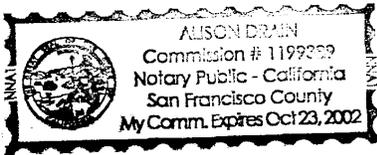
On January 22<sup>nd</sup>, 2001, before me, Alison Drain, personally appeared John F. Dains, President of HELM FINANCIAL CORPORATION,

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.

Witness my hand and official seal.



Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

PROVINCE OF BRITISH COLUMBIA )  
City ) S.S.  
DISTRICT OF North Vancouver )

On January 8, 2001, before me, Carol Anne Lee, personally appeared T.C. O'Brien, Director, Supply Services of BC RAIL PARTNERSHIP,

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.

Carol Anne Lee  
~~SIGNATURE OF COMMISSIONER OF OATHS~~  
I, Carol Anne Lee, am a Notary Public  
for British Columbia

[Seal]

My Commission expires February 28, 2003

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SCHEDULE A  
TO THE MEMORANDUM OF  
AMENDMENT TO LEASE

THE UNITS

<u>Equipment Type</u>	<u>Reporting Mark and Number</u>
SD40-3	HLCX 6077
SD40-3	HLCX 6500
SD40-3	HLCX 6507
SD40-3	HLCX 6512
SD40-3	HLCX 6525
SD40-2	HLCX 6298
SD40-2	HLCX 7180

