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December 14, 1987

RECORDATION NO. 15040-A+B
DEC 16 1987 - 10 48 AM

100 OFFICE OF
THE SECRETARY
10 31 AM '87
PHOTOCOPIATING UNIT

VIA FEDERAL EXPRESS

7 350A080

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary of the Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed please find for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, seven (7) original 1st Amendment to Security Agreement with 1st Amendment to Consent and Agreement (the "First Amendment") and seven (7) original 2nd Amendment to Security Agreement (the "Second Amendment"). These are secondary documents.

The First Amendment and the Second Amendment should be included as part of the primary filing recorded on September 2, 1986 at 3:10 p.m., Recordation No. 15040 and given the next available recordation number being 15040-A and 15040-B. The names and addresses of the primary parties to the First Amendment and the subject equipment are:

- A. Parties: Debtor: HM Joint Venture
- Secured Party: First National Bank of Louisville
- B. Addresses: Debtor: c/o Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
- Secured Party: 101 S. Fifth Street
Louisville, KY 40202
- C. Equipment: Bottom dump coal hopper cars currently bearing road numbers as follows:

<u>Number of Cars</u>	<u>Road Numbers</u>
940	HELX 36000-37199
1300	HELX 580000-581999

Ms. Noreta R. McGee
December 14, 1987
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The names and addresses of the primary parties to the Second Amendment and the subject equipment are:

- A. Parties: Debtor: HM Joint Venture
Secured Party: First National Bank of Louisville
- B. Addresses: Debtor: c/o Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111
Secured Party: 101 S. Fifth Street
Louisville, KY 40202
- C. Equipment: Bottom dump coal hopper cars currently bearing road numbers as follows:

<u>Number of Cars</u>	<u>Road Numbers</u>
940	HELX 36000-37199
1300	HELX 580000-581999
90	HELX 18900-18999
100	HELX 586802-586929
350	HELX 587000-587499
220	HELX 10000-10299

Enclosed is a check of this firm in the amount of \$20.00 to cover the filing fee for the First Amendment and the Second Amendment.

A short summary of the documents to appear in the Index is as follows:

1st Amendment to Security Agreement with 1st Amendment to Consent and Agreement regarding Cars bearing road numbers HELX 36000-37199 and HELX 580000-581999.

2nd Amendment to Security Agreement regarding Cars bearing road numbers HELX 36000-37199, HELX 580000-581999, HELX 18900-18999, HELX 586802-586929, HELX 587000-587499 and HELX 10000-10299.

Ms. Noreta R. McGee
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Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from ICC acknowledging the filing, and the extra copy of this letter of transmittal.

The undersigned certifies that she is acting as counsel to HM Joint Venture for purposes of this filing and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,

A handwritten signature in cursive script that reads "L. Celeste H. Blumer". The signature is written in dark ink and is positioned to the right of the typed name.

L. Celeste H. Blumer

LCHB:msp

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

L. Belest H. Blumer
Citicorp Center
One Sansome Street, 14th Floor
San Francisco, CA 94104

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/16/87 at 10:40AM, and assigned re-
recording number (s). 15193-G, 15040-A & B, 15041-C

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

1st AMENDMENT TO SECURITY AGREEMENT

RECORDATION NO. 15040-A
FILED 1987

DEC 16 1987 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

This 1st Amendment to Security Agreement is dated as of August 22, 1986 and is entered into between HM Joint Venture, a Kentucky joint venture formed by Helm Equipment Leasing Corporation, a California corporation ("Helm") and Mansbach Realty Company, a Kentucky corporation ("Mansbach") ("Debtor") and First National Bank of Louisville, a national banking association ("Secured Party").

1. Correction. All references in the Security Agreement dated as of August 22, 1986, between Debtor and Secured Party (the "Agreement") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture as a Kentucky joint venture.

2. Agreement Ratified and Affirmed. All other provisions of the Agreement are ratified and reaffirmed.

IN WITNESS WHEREOF, this 1st Amendment to Security Agreement has been executed by the authorized officials of the parties as of the date first above-written.

Attest:

HM JOINT VENTURE
By: MANSBACH REALTY COMPANY,
Joint Venturer

By: Edward B. Kenneker
Title: Treas.

By: David Mansbach
Title: Pres.

Attest:

By: HELM EQUIPMENT LEASING
CORPORATION,
Joint Venturer

By: William M. Filton
Title: SECRETARY

By: David R. Ellis
Title: VP

Attest:

FIRST NATIONAL BANK OF LOUISVILLE

By: [Signature]
Title: SA OPERATIONS OFFICE

By: J. E. Vetter
Title: Senior Vice President

STATE OF Kentucky)
COUNTY OF Boyd) ss.

I, Edward B. Renneker, a Notary Public in and for the state and county aforesaid, do hereby certify that Gerald Mansbach of MANSBACH REALTY COMPANY, a Kentucky corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 23 day of November, 1987.

Edward B. Renneker
Notary Public

My commission expires
Dec. 6, 1989

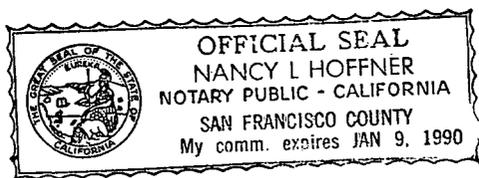
STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

I, NANCY L. HOFFNER, a Notary Public in and for the state and county aforesaid, do hereby certify that DAVID R. ECKLES of HELM EQUIPMENT LEASING CORPORATION, a California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is EXECUTIVE VICE PRESIDENT, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 17th day of NOVEMBER, 1987.

Nancy L. Hoffner
Notary Public

My commission expires
January 9, 1990



STATE OF Kentucky)
COUNTY OF Jefferson) ss.

I, Wendene Sapp Walters, a Notary Public in and for the state and county aforesaid, do hereby certify that J.E. Vittow of FIRST NATIONAL BANK OF LOUISVILLE, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 27th day of November, 1987.

Wendene Sapp Walters
Notary Public

My commission expires
Notary Public, State at Large, KY
My commission expires Apr. 10, 1989

1ST AMENDMENT TO CONSENT AND AGREEMENT

This 1st Amendment to Consent and Agreement is dated as of August 22, 1986 and is entered into by CSX Transportation, Inc., a Virginia corporation ("Lessee") in favor of First National Bank of Louisville, a national banking association ("Secured Party").

1. Correction. All references in the Consent and Agreement dated as of August 22, 1986, (the "Consent and Agreement") to HM Joint Venture as a California joint venture, are hereby corrected to refer to HM Joint Venture, a Kentucky joint venture.

2. Consent and Agreement Ratified and Affirmed. All other provisions of the Consent and Agreement are ratified and reaffirmed.

IN WITNESS WHEREOF, this 1st Amendment to Consent and Agreement has been executed by the authorized officials of the parties as of the date first above-written.

Attest:

By: *Erica J. Kennedy*
Title: Corporate Secretary

CSX TRANSPORTATION, INC.

By: *[Signature]*
Title: Vice President-Equipment Group

Consent:

FIRST NATIONAL BANK OF LOUISVILLE

By: *J. E. Wittman*
Title: Senior Vice President