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RECORDATION NO. 16456 E FILED 105

AUG 20 1990 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

0-2324001

AUG 20 9 32 AM '90  
NOTOR OPERATING UNIT

August 20, 1990

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Please find enclosed an Amendment dated August 1, 1990, to ICC Recordation #16456 between the following parties:

Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

Philadelphia National Bank  
Leasing Department, P.O. Box 8377  
Broad & Chestnut Streets  
Philadelphia, PA 19101

Please record this document as ICC Recordation #16456-E. The filing fee of \$15 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Received Mary A. Oster*

AUG 20 1990 - 9 40 AM

AMENDMENT

INTERSTATE COMMERCE COMMISSION

The documents listed below contain a description of Equipment subject to a Net Master Lease of Railroad Equipment known as Lessee's C.D. No. 54792-29 between Helm Financial Corporation as lessor and Union Pacific Railroad Company, as lessee ("Lessee") dated January 23, 1989 (the "Lease"):

1. Annex A to that certain Memorandum of Security Agreement dated as of July 31, 1989 between Helm Financial Corporation ("Helm") and Heleasco Thirty-Five, Inc. ("Heleasco") filed as Recordation No. 16456 on August 1, 1989 at 2:25 p.m. with the Interstate Commerce Commission ("ICC").

2. Schedule 1 to that certain Security Agreement dated July 31, 1989 between Helm and Heleasco.

The description of Equipment numbers in all documents listed above is hereby amended to include UPFE 461273 and to delete UPFE 461328.

This Amendment may be executed in one or more counter parts and all counterparts when taken together shall constitute one document.

IN WITNESS WHEREOF, the parties have executed this Amendment this 1st day of August, 1990.

Attest:  
John F. Dains  
Print Name John F. Dains  
and Title VP-FINANCE

HELM FINANCIAL CORPORATION  
By: Richard C. Kirchner  
Print Name: RICHARD C. KIRCHNER  
Its: PRESIDENT

Attest:  
Geoffrey D. Minott  
Print Name Geoffrey D. Minott  
and Title VP

THE PHILADELPHIA NATIONAL BANK  
By: C. Rogers Childs, Jr.  
Print Name: C. ROGERS CHILDS, JR.  
Its: VICE PRESIDENT

STATE OF CALIFORNIA }  
 } SS.  
COUNTY OF SAN FRANCISCO }

I, Karen Staudenmaier, a Notary Public in and for the state and county aforesaid, do hereby certify that Richard G. Kirchner President of Felm Financial Corporation California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she is President of said corporation, he/she 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 31st day of July, 1990.

Karen Staudenmaier  
Notary Public

My commission expires:  
July 26, 1993



STATE OF PENNSYLVANIA }  
 } SS.  
COUNTY OF PHILADELPHIA }

I, Elizabeth Bodkin, a Notary Public in and for the state and county aforesaid, do hereby certify that C. Roger Childs, Jr., Vice President of Phila Nat'l Bank, a corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she is Vice President of said corporation, he/she 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 1st day of August, 1990.

Elizabeth Bodkin  
Notary Public

My commission expires:

