

CIS.1009.8.83/9.1.84A  
KENNETH J. HOFFER --- 12/21/84

RECORDATION NO. 14601

MAR 25 1985 -3 02 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

KENNETH J. HOFFER, an individual with an office and place of business located at 1407 Georgina Avenue, Santa Monica, California 90402, ("Assignor") in consideration of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby assigns, transfers and sets over unto CIS RAIL CORPORATION, a California corporation with an office and place of business located at 909 Montgomery Street, San Francisco, California 94133, (Assignee") and unto Assignee's successors and assigns, all of Assignor's right, title and interest in and to all payments due, or to become due, to Assignor under the User Lease (as defined in the "Agreement of Lease", of even date herewith, between Assignor, as lessor, and Assignee, as lessee) whether as rent, late charges, damages, insurance payments, termination payments, loss payments, indemnities or otherwise, and any and all proceeds of the User Lease, within the meaning of the Uniform Commercial Code, together with all of the rights and remedies of the Assignor under the User Lease to enforce, collect, receive and receipt for any and all of the foregoing sums assigned; provided, however, that this Assignment and all rights conveyed hereby are expressly made subject and subordinate to the Liens, as defined in the Agreement of Lease, and any other lien arising out of any

Exhibit C-1

CIS. 1009. 8. 83/9. 1. 84A  
KENNETH J. HOFFER --- 12/21/84

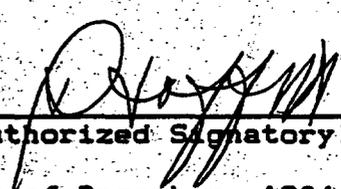
Commission pursuant to Section 11303 of Title 49 of the United States Code as soon as reasonably possible after the execution of this Assignment.

This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of this 20th day of December, 1984.

ASSIGNOR:

KENNETH J. HOFFER,  
an individual

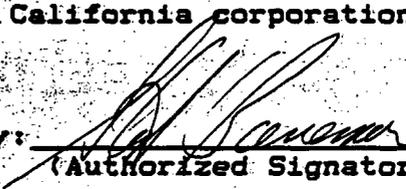
By: 

(Authorized Signatory)

ACCEPTED AND AGREED TO this 20th day of December, 1984.

ASSIGNEE:

CIS RAIL CORPORATION,  
a California corporation

By: 

(Authorized Signatory)

AFFIDAVIT OF BURT ROSENMEYER

STATE OF CALIFORNIA     } SS  
COUNTY OF LOS ANGELES }

BURT ROSENMEYER, being duly sworn states as follows:

1. I am the President of CFS Planning Corporation, a California corporation ("CFS"), and I am authorized to make this Affidavit for and on its behalf. I know the following facts of my own personal knowledge and could and would testify competently thereto.

2. The copies of the Assignment of Lease dated, December 20, 1984, attached hereto, and made a part hereof, are certified by the undersigned to be true and correct copies of the originals of each of the respective documents.

  
\_\_\_\_\_  
Burt Rosenmeyer, President  
CFS Planning Corporation

Sworn to before this 26th day of March, 1985.

  
\_\_\_\_\_  
Notary Public

