

**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
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RECORDATION NO. 18628-13 FILED 1425

FEB 14 1994-8 30 AM

INTERSTATE COMMERCE COMMISSION

February 11, 1994

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

Dear Ms. Lee:

Enclosed is a Memorandum of Service Agreement Assignment dated as of 12/27/93 between the following parties:

Assignor: Helm-Atlantic Associates Limited Partnership  
One Embarcadero Center  
San Francisco, CA 94111

Assignee: Rail Wagons, Inc.  
500 Water Street  
Jacksonville, FL 32202

Please file this supplemental agreement under ICC Recordation #18628. The filing fee of \$18 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Mary Ann Oster*  
*Mary Ann Oster*

RECORDATION NO. 18628-B FILED 1425

FEB 14 1994 8 30 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF SERVICE AGREEMENT ASSIGNMENT dated as of December 27, 1993 between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware Limited partnership (hereinafter called the Assignor), and RAIL WAGONS, INC., a Delaware corporation (hereinafter called the Assignee).

WHEREAS the Assignor has been assigned a Service Agreement dated as of September 27, 1993, as amended on October 28, 1993, between Helm Financial Corporation and North Shore Railroad Company, which has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on December 30, 1993 and assigned recordation number 18628.

WHEREAS the parties hereto have entered into a Chattel Mortgage and Security Agreement dated as of the date hereof, pursuant to which the Assignor assigns to the Assignee, inter alia, all of the Assignor's right, title and interest in and to the Service Agreement and all payments, including, without limitation, the immediate and continuing right to all payments of rent and car hire due or to become due thereunder.

NOW, THEREFORE, the parties hereto do hereby confirm and acknowledge for the public record the assignment by the Assignor of the aforesaid Service Agreement to the Assignee, pursuant to the aforesaid Chattel Mortgage and Security Agreement. This assignment has been filed with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 under recordation number 18629-D.

IN WITNESS WHEREOF the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP  
by Helm Atlantic Corporation,  
its general partner

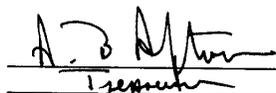
RAIL WAGONS, INC.

By:

  
\_\_\_\_\_  
President

By:

Title:

  
\_\_\_\_\_  
Secretary

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STATE OF CALIFORNIA )  
 ) SS.:  
COUNTY OF SAN FRANCISCO )

On January 5, 1994, before me, LaRonda Gaines, personally appeared David R. Eckles, President of HELM ATLANTIC 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.

*La Ronda A. Gaines*

SIGNATURE OF THE NOTARY

My commission expires: 6-9-95

STATE OF ~~GEORGIA~~ Florida )  
 ) SS.:  
COUNTY OF Duval )

On this 10<sup>TH</sup> day of January, 1994, before me personally appeared A.B. Cotton, to me personally known, who, by me being duly sworn, says that he is a Treasurer of RAIL WAGONS, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Howard Michael Lee*

Notary Public

My commission expires: 7/28/1995

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC131234