

HELM FINANCIAL CORPORATION

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

VIA AIR COURIER

August 16, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Mr. Williams

Enclosed are three (3) originals of Assignment of Lease dated July 30, 1996 ("**Assignment**") between the following parties:

- "**Helm**": Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111
- "**Lessor**": The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 21st Floor
New York, NY 10036
- "**Lessee**": Wisconsin Public Service Corporation
600 North Adams
P.O. Box 19002
Green Bay, WI 54307-9002

The equipment involved in this transaction is as follows:

Equipment: Eighty-nine (89) open top hopper railcars

Please file the Assignment as a supplementary document to Recordation No. ~~19721~~ filed November 12, 1995 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque.

Sincerely,


Chris Dilley
Administrative Assistant

/cd
Enclosures

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SURFACE TRANSPORTATION
BOARD
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ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT ("Assignment") is made as of July 30, 1996 by **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, a New York corporation ("**Lessor**"), for the benefit of **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**").

WHEREAS, Lessor has executed a Bill of Sale, dated July 31, 1996, providing for the sale to Helm of eighty-nine (89) open top hopper railcars (the "**Unit(s)**"); and

WHEREAS, Lessor and Wisconsin Public Service Corporation ("**Lessee**") are parties to the Lease Of Railroad Equipment dated as of August 8, 1995 filed with the Surface Transportation Board of the Department of Transportation (formerly known as the Interstate Commerce Commission "**ICC**") under ICC Recordation Number 19721 on November 12, 1995 ("**Lease**"), pursuant to which the Units were leased by Lessor to Lessee.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH: That, for good and valuable consideration, the receipt of which is hereby acknowledged:

Lessor hereby assigns, transfers and sets over to Helm all its right, title and interest in and to the Lease and all of the rights, powers, privileges and remedies of Lessor thereunder.

IN WITNESS WHEREOF, Lessor has executed this Assignment as of the date first above written.

C.I.T. LEASING CORPORATION, as agent for The CIT Group/Equipment Financing, Inc.

By: *Katharine T. Scheffler*

Print Name: Katharine T. Scheffler

Title: Vice President

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On 2nd day of August, 1996, before me, Rose Mary Dinnhaupt,
personally appeared KATHERINE T. SCHEFFER VICE - PRESIDENT of **THE
CIT GROUP/EQUIPMENT FINANCING, INC.**,

✓ 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.

Rose Mary Dinnhaupt

SIGNATURE OF THE NOTARY

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 1997