

HELM FINANCIAL CORPORATION

0100704004 (6)

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 18005-77 FILED 1425

JUL 21 1995 - 3 30 PM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

July 17, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated June 30, 1995 ("Assignment") between the following parties:

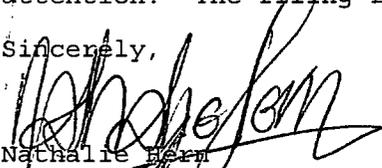
- "HMJV": HM Joint Venture
One Embarcadero Center, Suite 3500
San Francisco, CA 94111
- "Helm": Helm Equipment Leasing Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

- Equipment: 25, open top hopper railcars bearing the reporting mark and numbers SR 40001-40025 under the Lease of Railroad Equipment dated as of October 30, 1992 between HMJV and Southrail Corporation.

Please file the Assignment as a supplementary document to Recordation No. 18005 filed November 23, 1992 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque.

Sincerely,


Nathalie Horn
Administrative Assistant

/nh
Enclosures (2)

RECEIVED
OFFICE OF THE
SECRETARY

JUL 21 3 23 PM '95

LICENSING BRANCH

JUL 21 1995 - 3 30 PM

ASSIGNMENT OF LEASE STATE COMMERCE COMMISSION

FOR VALUE RECEIVED, HM JOINT VENTURE ("HMJV"), a joint venture organized under the laws of the State of Kentucky, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, hereby sets over, transfers and assigns to HELM FINANCIAL CORPORATION ("Helm"), a California corporation, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, all of its rights, title and interest in and to the twenty-five (25) open top hopper railcars bearing the reporting mark and numbers SR 40001-40025 and the Lease of Railroad Equipment dated as of October 30, 1992 ("Lease"), by and between HMJV and SOUTHRAIL CORPORATION.

This Assignment shall be deemed to have become effective on the 1st day of April 1995.

Dated this 30th day of June, 1995.

HM JOINT VENTURE
Kentucky Joint Venture

By: HELM FINANCIAL CORPORATION,
a general partner

By: HELM EQUIPMENT LEASING
CORPORATION, a general
partner

By: [Signature]

By: [Signature]

Title: Senior Vice President, CFO

Title: Executive Vice President

ACCEPTANCE OF ASSIGNMENT OF LEASE

Helm ("Lessor") hereby accepts the foregoing Assignment of Lease and assumes and agrees to perform all of the terms, covenants, conditions, and provisions of such Lease which are therein provided to be observed and performed by Lessor thereunder on and after the 1st day of April, 1995.

Dated this 30th day of June, 1995.

HELM FINANCIAL CORPORATION

By: [Signature]

Title: President

[Handwritten mark]

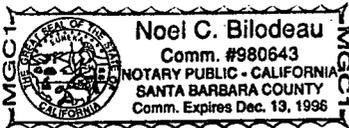
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On July 3, 1995, before me, the undersigned
personally appeared William M. Peterson,
Executive Vice President of HELM EQUIPMENT LEASING 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.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

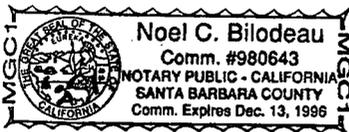
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On July 3, 1995, before me, the undersigned
personally appeared John F. Dains,
Senior Vice President, Finance of HELM FINANCIAL 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.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

JDF

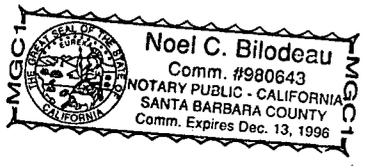
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On July 10, 1995, before me, the undersigned
personally appeared Richard C. Kirchner, President of **HELM**
FINANCIAL 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.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY