

**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

1-128A020

May 8, 1991

*8070-I*  
REGISTERED TO 8070-I FILED 143

MAY 8 1991 -1:15 PM

INTERSTATE COMMERCE COMMISSION

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 Assignment of Lease of Railroad Equipment dated April 1, 1991, between the following parties:

Assignor: Chrysler Capital Corporation  
Lincolnshire, IL

Assignee: Helm Financial Corporation  
San Francisco, CA

Please file this agreement as a supplemental document to ICC Recordation #8070. The filing fee of \$15 is enclosed. Thank you for your assistance. \*8070-I

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Received May 2 Oct*

Interstate Commerce Commission  
Washington, D.C. 20423

5/8/91

OFFICE OF THE SECRETARY

Mary A. Oster

Research Consultant

Oster Researching Services

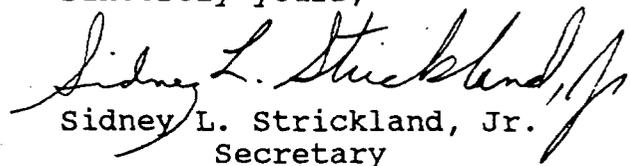
12897 Colonial Dr.

Mt. Airy Maryland 21771

Dear Oster

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/8/91 at 1:15pm, and assigned recordation number(s). 8070-I

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

8070-1  
RECORDED NO. \_\_\_\_\_ FILED IN \_\_\_\_\_

MEMORANDUM OF ASSIGNMENT  
OF  
LEASE OF RAILROAD EQUIPMENT  
MAY 8 1991 - 1 15 PM  
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF ASSIGNMENT OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the assignment to Helm Financial Corporation (the "Lessor") of all of Chrysler Capital Corporation's right, title, and interest in the Lease of Railroad Equipment dated as of July 15, 1975 (the "Lease") between Chrysler Capital Corporation, as successor to Continental Illinois National Bank and Trust Company of Chicago now known as Continental Bank, National Association (the "Trustee") and Burlington Northern Railroad, as successor to St. Louis - San Francisco Railway Company (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of the railcars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Helm Financial Corporation and Chrysler Capital Corporation, each pursuant to due authority, have executed this Memorandum of Assignment of Lease as of this \_\_\_\_\_ day of April.

ATTEST:  
*John Valentin*  
Title: VP - Finance

HELM FINANCIAL CORPORATION  
By: *[Signature]*  
Title: President

ATTEST:  
*[Signature]*  
Title: Asst Sec

CHRYSLER CAPITAL CORPORATION  
By: *[Signature]*  
Title: Vice President

REGISTRATION NO. \_\_\_\_\_ FILED MAY 8 1991 -1 15 PM INTERSTATE COMMERCE COMMISSION

ANNEX A

to

Memorandum of Assignment

of

Lease of Railroad Equipment

Dated as of July 15, 1975

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100-ton open gondola cars	194	SL-SF 66000-66199 (excluding: 66006, 66038, 66048, 66058, 66125, 66145)
100-ton open hopper cars	185	SL-SF 87600-87799 (excluding: 87604, 87609, 87616, 87634, 87640, 87649, 87683, 87696, 87702, 87704, 87724, 87731, 87740, 87752, 87757)

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 1<sup>st</sup> day of May, 1990, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier  
Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]



STATE OF Connecticut )  
 ) S  
COUNTY OF Fairfield )

On this 26<sup>th</sup> day of April, 1990, before me personally appeared Richard D. Sloan, to me personally known, who, being by me duly sworn, says that he is Vice President of Chrysler Capital Corp., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gloria N. Kapteria  
Notary Public

My Commission Expires:

May, 1996

[Notarial Seal]