

HELM

LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

March 1, 1996

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 17359-B FILED 1/25
MAR 4 - 1996 - 4 35 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated November 1, 1995 ("Assignment") between the following parties:

Assignor: Helm Locomotive Leasing Joint Venture
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

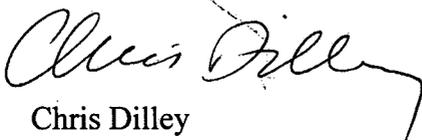
Assignee: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: Sixty-five (65) boxcars bearing the reporting mark and numbers CR 239725-239789

Please file the Assignment as a supplementary document to Recordation No. 17359 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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

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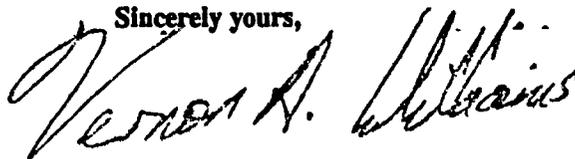
3/4/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA.94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/4/96 at 4:35PM, and assigned recordation number(s). 19956, 17359-B, 18290-A, 18735-A, 18873-B, 19333-A and 19475-B.

Sincerely yours,

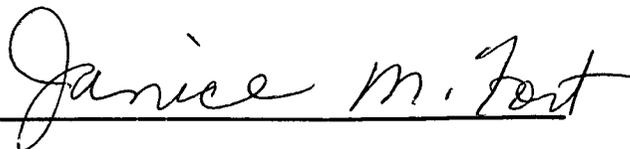


Vernon A. Williams
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



17359-B

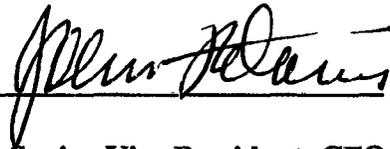
1996 PM

ASSIGNMENT OF LEASE

FOR VALUE RECEIVED, HELM LOCOMOTIVE LEASING CORPORATION ("HLLC"), as assignee of HELM LOCOMOTIVE LEASING JOINT VENTURE ("HLLJV"), a joint venture organized under the laws of the State of Michigan, with its principal place of business at One Embarcadero Center, Suite 3700, 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 3700, San Francisco, California 94111, all of its rights, title and interest in and to the sixty-five (65) boxcars bearing the reporting mark and numbers CR 239725-239789 ("Units") and the Railroad Equipment Lease dated as of October 13, 1989 ("Lease"), by and between HLLC and Consolidated Rail Corporation.

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

HELM LOCOMOTIVE LEASING CORPORATION

By: 
Title: **Senior Vice President, CFO**

ACCEPTANCE OF ASSIGNMENT OF LEASE

Helm, as 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 Helm thereunder on and after the 1st day of November, 1995.

HELM FINANCIAL CORPORATION
By: 
Title: **President**

