

**OSTER**  
**Researching Services**

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

A

0100171001

April 5, 1994

RECORDATION NO 17567 - A  
FILED 1994

APR 5 1994 9:48 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Please find enclosed a Memorandum of Transfer and Assumption Agreement dated 12/30/93 between the following parties:

Assignor: Cypress Equipment Fund, Ltd.

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

Please file this agreement as a supplement to a lease recorded as ICC Recordation #17567. The ICC record should include the above parties as there is an ownership change.

The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

*Mary A. Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Counterpart - Mary A. Oster*

LICENSING BRANCH

APR 5 1994

RECORDATION UNIT

**Interstate Commerce Commission**  
Washington, D.C. 20423

**OFFICE OF THE SECRETARY**

Oster Researching Services  
12897 Colonial Dr.  
Mt. Airy, Md. 21771

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 April 5, 1994 at 9:48 AM, and assigned  
recordation number(s). 17567-A and 16168-AAA.

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

NOV 5 1993 9:48 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF TRANSFER AND ASSUMPTION dated as of December 30, 1993 (the "Agreement") between HELM FINANCIAL CORPORATION, a California corporation (hereinafter called the Assignee), and CYPRESS EQUIPMENT FUND, LTD., a Florida limited partnership (hereinafter called the Assignor).

WHEREAS the Assignor purchased eighty-one 50-foot 100-ton XL boxcars from the CIT Group Holding, Inc., pursuant to a purchase agreement dated October 1, 1991,

WHEREAS the Assignor and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (the "Lessee") are parties to a certain Lease of Railroad Equipment dated as of October 1, 1991, (the "Lease") which has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on October 18, 1991 and assigned recordation number 17567.

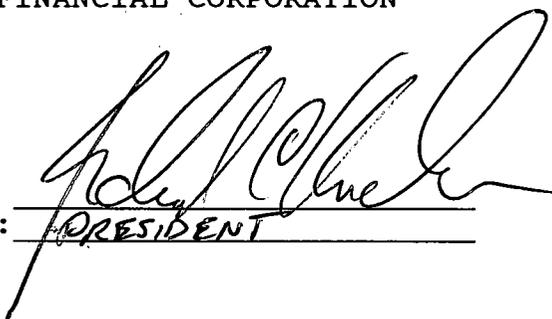
WHEREAS, Assignee desires to purchase the Cars and is willing to assume the obligations of Assignor under the Lease and the other Operative Agreements from and after the Assignment Date (as defined in the Agreement).

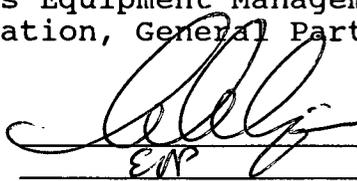
NOW, THEREFORE, the parties hereto do hereby confirm and acknowledge for the public record the assignment by the Assignor of the aforesaid Lease to the Assignee, pursuant to the aforesaid Agreement.

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

HELM FINANCIAL CORPORATION

CYPRESS EQUIPMENT FUND, LTD. a Florida limited partnership, by Cypress Equipment Management Corporation, General Partner

By:   
Title: PRESIDENT

By:   
Title: EQP

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

On January 5th, 1994, before me, LaRonda Gaines, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

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.

LaRonda A. Gaines  
SIGNATURE OF THE NOTARY

My commission expires: 6-9-95

STATE OF California )  
 ) S  
COUNTY OF San Francisco )

On this 6th day of January, 1994, before me personally appeared Alex A. Najjar, to me personally known, who, being by me duly sworn, says that he is Alex A. Najjar of Cypress Leasing, 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.

Linda N. Doyne  
Notary Public

My Commission Expires:

[Notarial Seal]

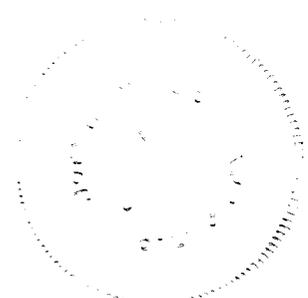
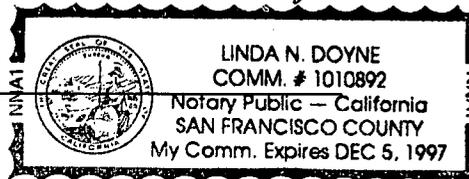


EXHIBIT A

Description of Equipment:

Eighty-one (81), 100-ton XL boxcars

Unit Numbers:

DRGW 65200, 65202-65221, 65223-65230, 65233-65240, 65243-65246,  
65248-65258, 65261-65262, 65264-65267, 65269-65271, 65273,  
65275-65276, 65278-65281, 65283-65286, 65288-65289, 65292-  
65297, 65299