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**DONELAN, CLEARY, WOOD & MASER, P.C.**

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WASHINGTON, D.C. 20005-3934

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December 5, 1995

RECORDATION NO. 11125-E FILED 1425

DEC 5 - 1995 - 4 00 PM

Recordation No. 11125-E

FEDERAL COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document not previously recorded entitled Assignment of Lease ("Assignment"), effective as of December 5, 1995

The parties to the enclosed Assignment are:

- Helm Financial Corporation — LESSOR/ASSIGNOR  
Suite 3700  
One Embarcadero Center  
San Francisco, CA 94111
- The CIT Group/Equipment — ASSIGNEE  
Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 20036

The said Assignment, among other things, acts to assign to the Assignee all right, title, interest and obligations, of the Assignor as Lessor in that certain Equipment Lease, as supplemented and amended, recorded under Recordation No. 11125 and the Assignment should be recorded as "-E" under the same Recordation No. 11125.

*Counterparts - D. Williams*

RECEIVED  
OFFICE OF THE  
SECRETARY  
DEC 5 3 58 PM '95

RECEIVED  
BUSINESS BRANCH

The equipment covered by the instant Assignment is the equipment covered in the above-mentioned Equipment Lease filed and recorded with the Interstate Commerce Commission under Recordation No. 11125, as supplemented and amended.

A short summary of the Assignment to appear in the ICC Index is as follows:

“Assignment of Lessor's interest and obligations in Equipment Lease under Recordation No. 11125”.

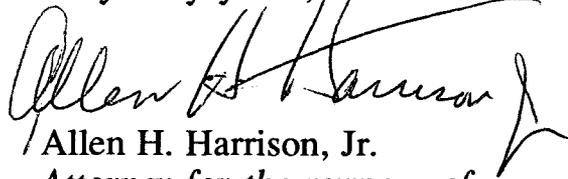
Please index separately the name of the above-mentioned Assignee in the ICC “Vendee/Assignee” Index book (“white pages”) as follows:

Index under The CIT Group/Equipment Financing, Inc.,  
saying, “See Recordation No. 11125-E”.

Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
*Attorney for the purpose of  
this filing for Helm Financial  
Corporation*

The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

BY-HAND



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/5/95

Office Of The Secretary

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1100 new York Avenue, N. W., Ste. 750  
Washington, DC., 20005-3934

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 12/5/95 at 4:00PM, and assigned recordation number(s). 11125-E.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100878085)

\$ 21.00 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

SCHEDULE A TO ASSIGNMENT OF LEASE

Description of the Units:

Ninety-seven (97), 4650 cubic foot, covered hopper railcars manufactured by Marine Industries Limited in 1979.

Unit Numbers:

FLIX 2600, 2602-2613, 2615-2645, 2647-2699.

11125-E

ASSIGNMENT OF LEASE

THIS ASSIGNMENT OF LEASE ("Assignment") effective as of December 5, 1995 is made by HELM FINANCIAL CORPORATION, a California corporation ("Helm"), to THE CIT GROUP\EQUIPMENT FINANCING, INC., a New York corporation ("CIT").

WHEREAS, Helm and CIT have entered into an Agreement of Sale and Assignment of Lease dated as of October 20, 1995 (the "Agreement"), providing for the sale to CIT of the ninety-seven (97) covered hopper rail cars described in Schedule A attached hereto (collectively, the "Units"), subject to an Equipment Lease dated as of November 21, 1979, between Helm (as assignee of ORIX USA Corporation) as lessor and Farmland Industries, Inc. as lessee recorded and filed with the Interstate Commerce Commission ("ICC") on November 30, 1979 under recordation number 11125, as amended and supplemented by the Lease Supplement dated April 9, 1980 recorded and filed with ICC on November 26, 1980 under recordation number 11125-A and Amendment No. 1 dated as of October 17, 1995 (the "Equipment Lease") (the Equipment Lease together with all supplements, amendments, waivers, assignments and other related documentation are collectively referred to herein as the "Lease"); and

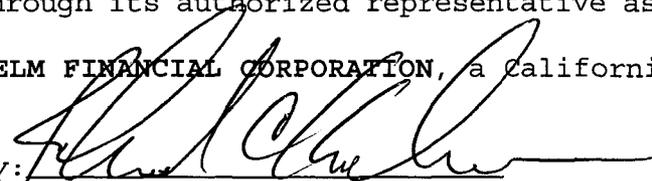
WHEREAS, Helm wishes to assign and CIT wishes to accept the assignment of the Lease upon the terms and conditions hereinafter set forth.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged:

- 1. **Assignment.** Subject to the terms, conditions and covenants of the Agreement, Helm hereby forever and irrevocably assigns, transfers and sets over to CIT and CIT's successors and assigns all of its right, title and interest in and to the Lease and all of the rights, powers, privileges and remedies of Helm thereunder.
- 2. **Bringdown.** Seller hereby represents and warrants that all representations and warranties of Seller contained in the Agreement are true and correct as of the date hereof and that all agreements, covenants and conditions precedent therein have been complied with or satisfied.
- 3. **Binding Effect.** This Assignment shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.
- 4. **Governing Law.** This Assignment shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, Helm pursuant to due corporate authority has executed this Assignment through its authorized representative as of the date first above written.

HELM FINANCIAL CORPORATION, a California corporation

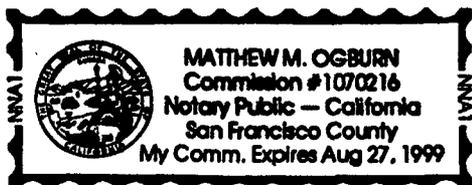
By:   
 Richard C. Kirchner  
 Its: President

STATE OF CALIFORNIA            )  
  ) S.S.  
COUNTY OF SAN FRANCISCO    )

On 4<sup>th</sup> day of December, 1995, before me, Matthew M. Ogburn, 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.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY