



Grand Trunk Western Railroad Co

Law Department

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RECORDATION NO 7240-I FILED 1485

0-178A012

JUN 27 1990 -12 45 PM
INTERSTATE COMMERCE COMMISSION

June 25, 1990

Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Dear Secretary:

JUN 27 12 40 PM '90
\$15.00 filing fee

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of a memorandum of assignment of lease by Greyhound Financial Corporation (f/k/a Greyhound Leasing and Financial Corporation) to Helm Financial Corporation. The lease, dated as of November 16, 1973, between Greyhound as lessor and Detroit, Toledo & Ironton Railroad Company as lessee was recorded as No. 7240.

is one is
240-I

The parties to this present memorandum are:

Seller: Greyhound Financial Corporation
Phoenix, AZ 85077

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

The locomotives sold are 8 GP 38-2's, most recently bearing the reporting marks GT 6221-6228.

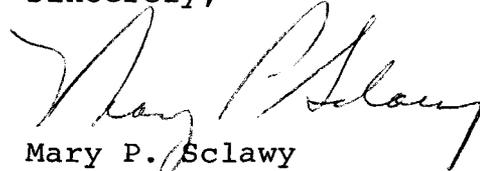
Enclosed is our check No. 1757 in the amount of \$15.00.

Charles W. Bland Jr

Interstate Commerce Commission
June 25, 1990
Page -2-

Please accept one counterpart of this document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the person presenting this matter for filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy
Corporate Attorney

MPS:val - MPS8
352-H-ICC

Interstate Commerce Commission
Washington, D.C. 20423

6/27/90

OFFICE OF THE SECRETARY

Mary P. Sclawy
Corporate Attorney
Grand Trunk Western Railroad Co.
1333 Brewery Park Blvd.
Detroit, Michigan 48207

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/27/90 at 12:45PM, and assigned recordation number(s). 7240-I and 7240-J.

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 7240-F FILED 1990

JUN 27 1990 - 12 45 PM

MEMORANDUM OF
ASSIGNMENT OF LEASE OF RAILROAD EQUIPMENT
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF ASSIGNMENT OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Assignment of Lease of Railroad Equipment, dated as of March 15, 1990 (the "Assignment") between Greyhound Financial Corporation, a Delaware corporation (the "Assignor"), and Helm Financial Corporation, a California corporation (the "Assignee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Assignor assigned all its right, title and interest in and to the equipment and the lease of the equipment between Assignor and the Grand Trunk Western Railroad Company as successor in interest to the Detroit, Toledo and Ironton Railroad filed with the Interstate Commerce Commission on August 4, 1975 under recordation number 7240-C. The equipment assigned to Helm Financial Corporation is more fully described in Annex A hereto.

IN WITNESS WHEREOF, the Assignor and the Assignee, each pursuant to due authority, have executed this Memorandum of Assignment of Lease as of this 25th day of June, 1990.

ASSIGNOR

GREYHOUND FINANCIAL CORPORATION

By: James V. O'Neill

Title: Director - Asset Management

ASSIGNEE

HELM FINANCIAL CORPORATION

By: [Signature]

Title: PRESIDENT

ANNEX A

to

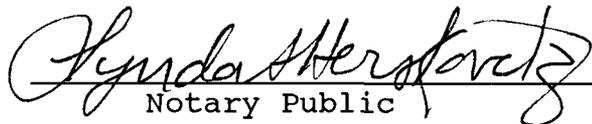
Memorandum of Assignment of Lease of Railroad Equipment

Dated as of June 25, 1990

| <u>Equipment Description</u> | <u>Unit Numbers</u> | <u>Lease Expiration</u> |
|--|-------------------------------|-------------------------|
| Eight (8) General Motors electro-motive model GP38-2, 2000 horsepower diesel electric locomotives | DT&I 221-227 and DT&I 1776 | August 5, 1990 |
| Twenty (20) United States Railway Equipment Co. 100-ton 48' coil steel cars | DT&I 1375 to 1394 | October 13, 1990 |

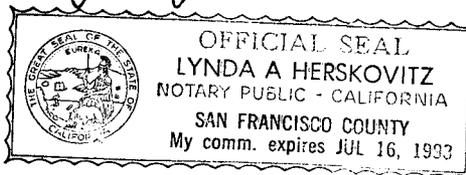
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this 25th day of June, 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.


Notary Public

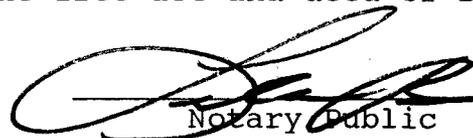
My Commission Expires: July 16, 1993

[Notarial Seal]



STATE OF ARIZONA)
) §
COUNTY OF Maricopa)

On this 26th day of JUNE, 1990, before me personally appeared James V. O'Neill, to me personally known, who, being by me duly sworn, says that he is Director of Asset Management, Greyhound Fin. 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.


Notary Public

My Commission Expires: June 30, 1990

[Notarial Seal]