

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

18244-A

NOV 21 1994

VIA AIR COURIER

November 21, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated October 25, 1994 ("**Assignment**") between the following parties:

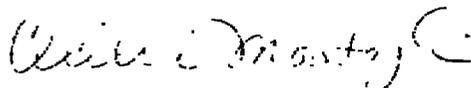
- "Helm": Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111
- "HELC": Helm Equipment Leasing Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

- Equipment: 70, covered hopper railcars bearing the reporting mark and numbers HELX 501-570 under the Rental Agreement for Railroad Equipment dated as of March 15, 1993 between HELC and ECC International, Inc.

Please file the Assignment as a supplementary document to Recordation No. 18244 filed May 21, 1993 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque number 19931 dated 11/11/94.

Sincerely,



Cecilia Mostaghim
Contracts Administrator

/cm

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ASSIGNMENT OF LEASE

FOR VALUE RECEIVED, HELM EQUIPMENT LEASING CORPORATION ("HELCO"), a California corporation, with its principle place of business at One Embarcadero Center, Suite 3500, 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 3500, San Francisco, California 94111, all of its rights, title and interest in and to the seventy (70) covered hopper railcars bearing the reporting mark and numbers HELX 501-570 and the Rental Agreement for Railroad Equipment dated as of March 15, 1993 ("Agreement") by and between HELCO and ECC INTERNATIONAL, INC.

This Assignment shall be deemed to have become effective on the 1st day of April 1994.

Dated this 25th day of October, 1994.

HELM EQUIPMENT LEASING CORPORATION

By: [Signature]
Title: President

ACCEPTANCE OF ASSIGNMENT OF LEASE

Helm ("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 Lessor thereunder on and after the 1st day of April, 1994.

Dated this 27th day of October, 1994.

HELM FINANCIAL CORPORATION

By: [Signature]
Title: Senior Vice President-Finance

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On October 25, 1994, before me, LaRonda A. Gaines, personally appeared Richard C. Kirchner, President of **HELM EQUIPMENT LEASING 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

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On October 27, 1994, before me, LaRonda A. Gaines, personally appeared John F. Dains, Senior Vice President-Finance 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