

RECORDATION NO. 17807-C FILED

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SURFACE TRANSPORTATION BOARD

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February 5, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment Agreement, dated as of October 31, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document was incorrectly filed under Recordation Number 20392. It relates to the Lease of Railroad Equipment, as amended, which was previously filed with the Board under Recordation Number 17807.

The names and addresses of the parties to the enclosed document are:

Assignor: The CIT Group/Equipment  
Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

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

A description of the railroad equipment covered by the enclosed document is:

223 open top hopper cars within the series HLMX 9101 - HLMX 9423