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RECORDATION NO. Filed 1425

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JAN 11 1985 - 9 15 AM

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INTERSTATE COMMERCE COMMISSION

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C.F.S. PLANNING CORPORATION

8383 Wilshire Boulevard, Suite 650, Beverly Hills, California 90211 / Phone (213) 653-1500 / Tlx. 4720915

January 9, 1985

JAN 11 1985 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th Street and Constitution Avenue Northwest
Recordation Division, Room 2303
Washington, D.C. 20001

Attention: Mrs. Mildred Lee

Dear Mrs. Lee:

Enclosed please find one "original" and one certified copy of each of the following items for recordation:

1. One Assignment of Lease executed by CFS Planning Corporation and Dr. Kenneth J. Hoffer.
2. One Assignment of Lease executed by CFS Planning Corporation and Mr. Karl B. McMillen.
3. One Security Agreement executed by CFS Planning Corporation and Dr. Kenneth J. Hoffer.
4. One Security Agreement executed by CFS Planning Corporation and Mr. Karl B. McMillen.

This equipment has been previously recorded under the file number 14507, by our office on December 17, 1984. Descriptions of equipment for are also included.

A check in the amount of \$40.00 is enclosed to cover recordation costs.

If you need any additional information or items, I would greatly appreciate it if you would give me a call so that I may forward any missing information.

Yours truly

Grace Greer
Legal Department

Enc.

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1/14/85

Interstate Commerce Commission
Washington, D.C. 20423

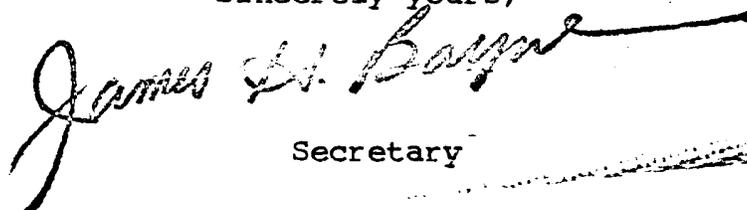
OFFICE OF THE SECRETARY

Grace Greer
Legal Dept.
C.F.S. Planning Corp.
8383 Wilshire Blvd. Suit 650
Beverly Hills, California 90211

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 1/11/85 at 9:45am and assigned re-
recording number (s). 14534, 14534-A & 14535 & 14535-A

Sincerely yours,


Secretary

Enclosure(s)

CIS. 1009.8.83/9.1.84A
KENNETH J. HOFFER -- 12/21/84

14534 *
FILED 1425

JAN 11 1985 9 45 AM

ASSIGNMENT OF LEASE
INTERSTATE COMMERCE COMMISSION

COPY

CFS PLANNING CORPORATION, a California corporation with an office and place of business at 8383 Wilshire Boulevard, Suite 650, Beverly Hills, California 90211, ("Assignor") in consideration of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable considerations, the receipt of which is hereby acknowledged, hereby assigns, transfers and sets over unto KENNETH J. HOFFER, an individual with an office and place of business at 1407 Georgina Avenue, Santa Monica, California 90402, ("Assignee") and unto the Assignee's successors and assigns, all of Assignor's right, title and interest in and to the User Lease (as defined in the "Purchase Agreement", dated December 20, 1984, between Assignor, as seller, and Assignee, as buyer) including any renewal or extension thereof; provided, however, that this Assignment and all rights conveyed hereby are expressly made subject and subordinate to the Bank Lien, the Initial Purchaser Lien and the Seller's Lien.

Assignor agrees that at any time and from time to time, upon the written request of Assignee, Assignor will promptly and duly execute and deliver any and all such further instruments and documents as Assignee may reasonably require in obtaining the full benefits of this Assignment and of the rights and powers granted herein.

CIS. 1009.8.83/9.1.84A
KENNETH J. HOFFER -- 12/21/84

This Assignment may not be altered, modified or amended except by a written amendment signed by the party adversely affected.

The rights and obligations of the parties hereto shall inure to the benefit of, and shall be binding and enforceable upon, the respective successors, assigns and transferees of the parties hereto.

This Assignment shall be governed by, and interpreted under, the laws of the State of California applicable to contracts made and to be performed therein, without giving effect to the principles of conflict of laws.

This Assignment shall be acknowledged by the parties hereto and subsequently recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code as soon as reasonably possible after the execution of this Assignment.

This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

CIS.1009.8.83/9.1.84A
KENNETH J. HOFFER -- 12/21/84

IN WITNESS WHEREOF, Assignor has executed this
Assignment as of this 20th day of December, 1984.

ASSIGNOR:

CFS PLANNING CORPORATION,
California corporation

By: 
Burt Rosenmeyer,
President

ACCEPTED AND AGREED TO this 20th day of December, 1984.

ASSIGNEE:

KENNETH J. HOFFER,
an individual

By: 
(Authorized Signatory)

EXHIBIT "A"

DESCRIPTION OF EQUIPMENT

QTY.	DESCRIPTION	ROAD NUMBER			
2	General Motors Corporation, Electromotive Division, Model GP38, 2000 horsepower, 4 axle diesel electric locomotives.	302	303		
9	General Motors Corporation, Electromotive Division, Model GP40, 3000 horsepower, 4 axle diesel electric locomotives.	221	223	224	225
		226	227	228	229
		230			

ASSET VALUE: \$1,769,565

EQUIPMENT LOCATION: The locomotives will be used by the Missouri-Kansas-Texas Railroad Company on its 3000 mile route system in Missouri, Kansas and Texas.

BANK: Chemical Business Credit Corporation
INITIAL TERM: 144 months
START DATE: June 1, 1983