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No.

Date AUG 29 1986 WILMER, CUTLER & PICKERING

1666 K STREET, N. W.
WASHINGTON, D. C. 20006

Washington, D. C.

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CABLE ADDRESS: WICRNG LONDON

ALLEN H. HARRISON, JR.

DIRECT LINE (202)
872-6093

RECORDATION NO. 14709-A

August 29, 1986 2 32 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

On behalf of C.I.T. Leasing Corporation, as agent for C.I.T. Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, five enclosed executed counterparts of a secondary document, not previously recorded, entitled Assignment of Railcar Lease dated August 8, 1986.

The parties to the said enclosed Assignment document are:

Spring Creek Coal Company - Assignor
Suite 1300
101 Southwest Main Street
Portland, Oregon 97204-3221

Northern Coal Transportation Company - Assignee
111 Southwest Columbia Street
Portland, Oregon 97201-5813

The said Assignment document assigns the rights of Spring Creek Coal Company in that certain Lease of August 15, 1984 (from C.I.T. Leasing Corporation to Spring Creek Coal Company) to Northern Coal Transportation Company, recorded with the Interstate Commerce Commission June 19, 1985, under Recordation No. 14709, and the instant Assignment should be recorded under the next available letter under Recordation No. 14709.

Please cross-index this Assignment under Northern Coal Transportation Company.

The rolling stock covered consists of the units remaining under the aforesaid Lease.

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

"Assignment by Lessee of its interest in Lease."

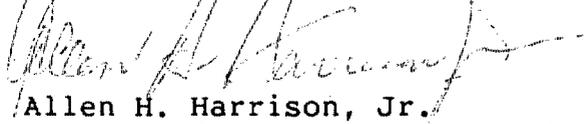
Enclosed is our firm check in the amount of ten dollars (\$10) in payment of the filing fee.

100 OFFICE OF THE SECRETARY
AUG 29 2 27 PM '86
NOTICE OPERATIONS UNIT

Allen H. Harrison, Jr.
14709-A
Allen H. Harrison, Jr.

Once this filing has been made, please return to bearer the stamped counterparts of the document not needed for your files, together with the fee receipt, the letter 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:
C.I.T. Leasing Corporation,
as agent for C.I.T. Corporatio

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

8/29/86

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler, & Pickering
1666 K. St. N.W.
Washington, D.C. 20006

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 8/29/86 at 2:30pm, and assigned re-
recording number(s). 14709-A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

14709-A

RECORDED FILED 14709-A

AUG 29 1986 -2 22 PM

ASSIGNMENT OF RAILCAR LEASE

STATE COMMERCE COMMISSION

For value received, Spring Creek Coal Company, a Montana corporation ("Spring Creek"), hereby assigns, transfers and conveys to Northern Coal Transportation Company, an Oregon corporation, all of Spring Creek's right, title and interest in that certain Railcar Lease dated as of August 15, 1984 by and between C.I.T. Leasing Corporation, a Delaware corporation, as agent for C.I.T. Corporation, a New York corporation, and Spring Creek.

Dated: August 8, 1986

SPRING CREEK COAL COMPANY

By Daniel L. Spalding
Daniel L. Spalding
Assistant Secretary

Roy R. Watts
By Roy R. Watts
Title Vice President & Chief Financial Officer

ASSUMPTION OF RAILCAR LEASE

Northern Coal Transportation Company, an Oregon corporation ("Northern Coal"), hereby accepts the assignment by Spring Creek Coal Company, a Montana corporation ("Spring Creek"), of all of its right, title and interest in that certain Railcar Lease dated as of August 15, 1984 by and between C.I.T. Leasing Corporation, a Delaware corporation, as agent for C.I.T. Corporation, a New York corporation, and Spring Creek and agrees to perform all covenants and obligations required to be performed by Spring Creek thereunder the same as if Northern Coal were named as "Lessee" therein.

Dated: August 8, 1986

NORTHERN COAL TRANSPORTATION COMPANY

By Daniel L. Spalding
Daniel L. Spalding
Assistant Secretary

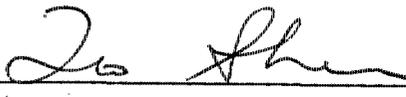
Roy R. Watts
By Roy R. Watts
Title Vice President & Chief Financial Officer

STATE COMMERCE COMMISSION

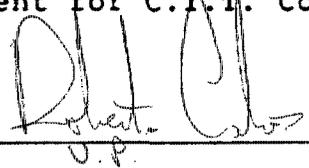
CONSENT TO ASSIGNMENT

C.I.T. Leasing Corporation, a Delaware corporation ("C.I.T. Leasing"), as agent for C.I.T. Corporation, a New York corporation ("C.I.T."), hereby consents to the assignment by Spring Creek Coal Company, a Montana corporation ("Spring Creek"), to Northern Coal Transportation Company, an Oregon corporation ("Northern Coal"), of the right, title and interest of Spring Creek in that certain Railcar Lease dated as of August 15, 1984 by and between C.I.T. Leasing, as agent for C.I.T., and Spring Creek by the execution and delivery by Spring Creek and Northern Coal of an Assignment of Railcar Lease and Assumption of Railcar Lease substantially in the form attached hereto.

Dated: August 5, 1986


Assistant Secretary

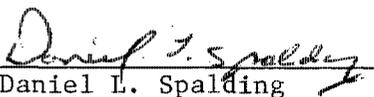
C.I.T. LEASING CORPORATION,
as agent for C.I.T. Corporation

By 
Title J.P.

In connection with the foregoing Consent to Assignment, Spring Creek Coal Company, a Montana corporation ("Spring Creek"), represents and warrants to C.I.T. Leasing Corporation, a Delaware corporation ("C.I.T. Leasing"), as agent for C.I.T. Corporation, a New York corporation ("C.I.T."), that Spring Creek shall continue to be liable for the performance of all covenants and obligations required to be performed by the "Lessee" under that certain Railcar Lease dated as of August 15, 1984 by and between C.I.T. Leasing, as agent for C.I.T., and Spring Creek.

Dated: August 8, 1986

SPRING CREEK COAL COMPANY

By 
Daniel L. Spalding
Assistant Secretary

By 
Roy R. Watts
Title Vice President & Chief Financial Officer



STATE OF Oregon)

COUNTY OF Multnomah)

I, Cindy L. Nobriga, a Notary Public in and for the State and County aforesaid, do hereby certify that Roy R. Watts and Daniel L. Spalding of Spring Creek Coal Company, a Montana corporation, whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President and Chief Financial Officer and Assistant Secretary respectively, they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as their free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under by hand and notarial seal this 8th day of August, 1986.



Cindy L. Nobriga
Notary Public

My commission expires 9-25-88

8056Y

STATE OF Oregon)

COUNTY OF Multnomah)

I, Cindy L. Nobriga, a Notary Public in and for the State and County aforesaid, do hereby certify that Roy R. Watts and Daniel L. Spalding of Northern Coal Transportation Company, an Oregon corporation, whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President and Chief Financial Officer and Assistant Secretary respectively, they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as their free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under by hand and notarial seal this 8th day of August.
1986.



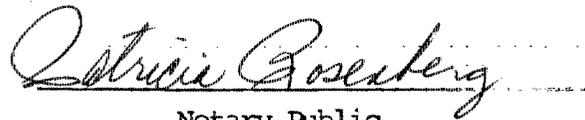
Notary Public

My commission expires 9-25-88

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Patricia Rosenberg, a Notary Public in and for the State and County aforesaid, do hereby certify that Roberto Calvo and Leo Sheer of C.I.T. Leasing Corporation, a Delaware corporation, whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President and Assistant Secretary respectively, they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as their free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 5th day of August 1986.


Notary Public

PATRICIA ROSENBERG
Notary Public, State of New York
My commission expires **4769477**
Qualified in **Kings County**
Commission Expires **Feb. 28, 1989**