

OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 8331-D FILED 1425

JUN 21 1995 -2 00 PM

INTERSTATE COMMERCE COMMISSION

June 21, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is an Assignment Agreement dated 1/14/95 between the following parties:

Assignor: National City Leasing Corporation
101 South 5th Street
Louisville, KY 40202

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

This agreement assigns a Lease of Railroad Cars dated 5/17/76 filed under ICC Recordation #8331 to Helm Financial Corporation.

Please file this Assignment Agreement as a secondary agreement to ICC Recordation #8331. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosures

Counterparts - down sub

8331-D
JUN 6 1995 2:00 PM

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT effective as of January 14, 1994 between National City Leasing Corporation, a Kentucky corporation ("NCLC"), and Helm Financial Corporation, a California corporation ("Helm").

WHEREAS, NCLC has executed a Bill of Sale dated January 14, 1994, providing for the sale to Helm of eight (8) 100-ton rapid discharge coal cars manufactured by Ortner Freight Car Company bearing reporting marks AMAX 281 through 288 (collectively, the "Units");

WHEREAS, NCLC, as the successor to First National Bank of Louisville, has entered into a Lease of Railroad Cars dated as of May 12, 1976 (the "Lease") with AMAX Coal Company, a division of AMAX, Inc. as lessee ("Lessee") which was filed and recorded with the Interstate Commerce Commission on May 17, 1976 at 11:56 A.M. under Recordation number 8331, providing for the lease of the eight (8) Units to the Lessee; and

WHEREAS, NCLC wishes to assign and Helm wishes to accept the assignment of the Lease upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged:

NCLC hereby assigns, transfers and sets over to Helm all of its right, title and interest in and to the Lease and all of the rights, powers, privileges and remedies of NCLC thereunder.

IN WITNESS WHEREOF, NCLC has executed this Assignment as of the date first above written.

NATIONAL CITY LEASING CORPORATION

By: J. E. Vetter
Title: SR. Vice-President

STATE OF KENTUCKY

COUNTY OF JEFFERSON

On JUNE 13, 1995, before me, J.E. VITTITOW personally appeared SENIOR VICE PRESIDENT of **NATIONAL CITY 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.

Brenda Smith
SIGNATURE OF THE NOTARY

Notary Public, State at Large, KY.
My commission expires Feb. 27, 1996