

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

July 17, 1995

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

RECORDATION NO. 18288-c FILED 1995
JUL 21 1995 - 3 30 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated June 30, 1995 ("Assignment") between the following parties:

"Helm": Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

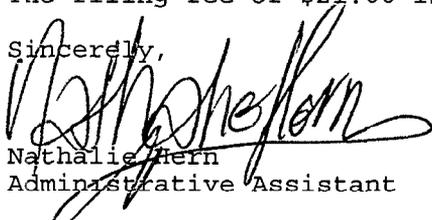
"HMJV": HM Joint Venture
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: 241, open top hopper railcars (See Exhibit A for reporting mark and numbers) under the Lease of Railroad Equipment dated as of April 2, 1993 between HMJV and Arch Coal Sales Company, Inc.

Please file the Assignment as a supplementary document to Recordation No. 18288 filed June, 1993 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque.

Sincerely,


Nathalie Fern
Administrative Assistant

/nh

Enclosures (2)

JUL 21 1995 - 3 30 PM

ASSIGNMENT OF LEASE

KENTUCKY COMMERCE COMMISSION

FOR VALUE RECEIVED, HM JOINT VENTURE ("HMJV"), a joint venture organized under the laws of the State of Kentucky, 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 two hundred forty-one (241) open top coal hoppers described more fully in Exhibit A attached hereto ("Units") and the Lease of Railroad Equipment dated as of April 2, 1993 ("Lease"), as amended, by and between HMJV and ARCH COAL SALES COMPANY, INC.

This Assignment shall be deemed to have become effective on the 1st day of April 1995.

Dated this 30th day of June, 1995.

HM JOINT VENTURE
Kentucky Joint Venture

By: HELM FINANCIAL CORPORATION,
a general partner

By: HELM EQUIPMENT LEASING
CORPORATION, a general
partner

By: *John Wain*
Title: Senior Vice President, CFO

By: *William A. [Signature]*
Title: Executive Vice 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, 1995.

Dated this 30th day of June, 1995.

HELM FINANCIAL CORPORATION
By: *[Signature]*
Title: President

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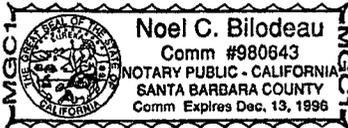
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On July 10, 1995, before me, the undersigned personally appeared William M. Peterson, Executive Vice President of HELM EQUIPMENT LEASING CORPORATION,

X 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.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

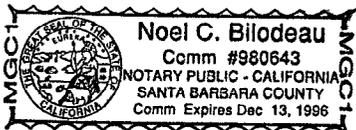
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On July 10, 1995, before me, the undersigned personally appeared John F. Dains, Senior Vice President, Finance of HELM FINANCIAL CORPORATION,

X 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.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

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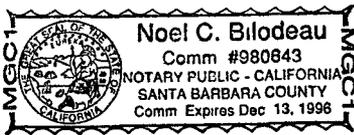
STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On July 10, 1995, before me, the undersigned
personally appeared Richard C. Kirchner, President of **HELM**
FINANCIAL CORPORATION,

X 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.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

EXHIBIT A

To the Assignment of Lease dated as of June ^{30th}, 1995 between HM Joint Venture and Helm Financial Corporation

Group A Units Equipment Description:

Forty-two (42), 3,422 cubic foot, 100-ton capacity, roller bearing, three pocket open top coal hopper railcars; manufactured by Bethlehem Steel in 1967

Group A Units Mark: HMJX

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
87009	87021	87026
87046	87072	87086
87096	87110	87138
87160	87184	87192
87195	87205	87219
87233	87249	87254
87259	87277	87280
87288	87293	87296
87306	87308	87316
87336	87337	87342
87357	87367	87378
87399	87454	87459
87466	87467	87471
87472	87476	87499

Group B Units Equipment Description:

One hundred seventy-two (172), 3,209 cuvic foot, 100-ton, roller bearing, four pocket, open top coal hopper railcars, built by Bethlehem Steel in 1966; rebuilt by Mansbach Metal in 1986-87, however, did not receive AAR rebuilt status

Group B Units Mark: HMJX

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
580004	580020	580070	580110
580112	580126	580129	580131
580155	580173	580174	580202
580217	580219	580223	580230

EXHIBIT A - continued

To the Assignment of Lease dated as of June ³⁰, 1995 between HM
Joint Venture and Helm Financial Corporation

Group B Units Equipment Description:

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
580243	580245	580278	580279
580286	580287	580307	580321
580331	580342	580360	580382
580400	580405	580408	580409
580411	580413	580421	580438
580442	580446	580478	580487
580506	580508	580512	580520
580521	580531	580533	580537
580547	580564	580571	580573
580583	580584	580607	580612
580620	580627	580631	580635
580647	580658	580680	580711
580712	580715	580718	580730
580736	580738	580739	580740
580758	580760	580771	580772
580777	580782	580783	580786
580789	580791	580795	580803
580813	580824	580841	580843
580863	580878	580882	580886
580895	580900	580912	580915
580929	580940	580942	580943
580944	580950	580968	580982
580988	581011	581015	581016
581019	581022	581026	581027
581028	581035	581071	581074
581076	581086	581089	581099
581103	581104	581112	581114
581122	581125	581131	581135
581141	581142	581171	581173
581182	581204	581207	581214
581218	581222	581225	581237
518243	581245	581258	581263
581265	581270	581277	581284
581295	581297	581312	581326
581327	581363	581365	581372
581376	581378	581387	581392
581394	581395	581406	581421
581438	581448	581503	581512
581535	581548	581548	581558

EXHIBIT A - continued

To the Assignment of Lease dated as of June ^{30th}, 1995 between HM Joint Venture and Helm Financial Corporation

Group C Units Equipment Description:

Twenty-seven (27), 3,400 plus cubic foot capacity, three pocket coal hopper railcars with 100-ton trucks and 30 degree slope sheets

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
HLMX 16320	HLMX 16327	HLMX 16331
HLMX 33009	HLMX 33018	HLMX 33020
HLMX 33022	HLMX 33023	HLMX 33027
HLMX 33033	HLMX 33043	HLMX 33051
HLMX 33052	HLMX 33054	HLMX 33072
HLMX 34002	HLMX 34003	HLMX 87603
HLMX 87643	HLMX 87712	HLMX 87746
HLMX 87755	HLMX 87763	
HMJX 17101	HMJX 17108	HMJX 17125
HMJX 17139		