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0100663023

RECORDATION NO. 7471-B FILED 1425

JUN 21 1995 -2 55 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 an Equipment Lease dated 3/15/74 filed under ICC Recordation #7471 to Helm Financial Corporation.

Please file this Assignment Agreement as a secondary agreement to ICC Recordation #7471. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosures

LICENSING BRANCH

JUN 21 2 50 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Counterparts - Anne Lutz



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/21/95

Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam,

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/21/95 at , and assigned recordation number(s). 7471-B, 7471-C, 8331-D, 8331-E and 16168-D

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100663025)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had opportunity to examine your document.

Signature

7471-B
RECORDED

ASSIGNMENT AGREEMENT JUN 21 1995 2 05 PM

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 eighty (80) 100 ton hopper cars manufactured by Ortner Freight Car Company bearing reporting marks AMAX 201 through 280, inclusive, two (2) locomotives model GP38-2 manufactured by General Motors Corporation (Electro-Motive Division) bearing reporting marks WG-1 and WG-2, and one (1) 50 ton bay window caboose manufactured by International Ramco, Inc. bearing reporting mark AMAX 900 (collectively, the "Units");

WHEREAS, NCLC as the successor to The First National Bank of Chicago, Trustee under AMAX Trust No. 1 and Circle Equity Leasing Corporation, an affiliate of National City Leasing Corporation, as Trustor has entered into an Equipment Lease dated as of March 15, 1974 (the "Lease") with AMAX Coal Company, Inc., a Delaware corporation the successor to American Metal Climax, Inc. (AMAX Coal Company Division) as lessee (the "Lessee") which was filed and recorded with the Interstate Commerce Commission on April 12, 1974 at 1:50 P.M. under Recordation Number 7471 providing for the lease of the 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, the NCLC has executed this Assignment as of the date first above written.

NATIONAL CITY LEASING CORPORATION

By: J. E. Vittitor
Title: SR. Vice President

STATE OF KENTUCKY

COUNTY OF JEFFERSON

On JUNE 13, 1995, before me, J.E. VITTITOW persona
appeared SENIOR VICE PRESIDENT of NATIONAL CITY LEAS
CORPORATION,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person
whose name(s) is/are subscribed to the within instrument and acknow.
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 instru
the person(s), or the entity upon behalf of which the person(s) acte
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