

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

November 20, 1992

18008
RECORDATION NO. _____ FILED 1425

NOV 23 1992 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of April 27, 1992 between the following parties:

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

Lessee: Incoal Company
3210 Watling Street
East Chicago, IL 46312

The equipment involved in this transaction is as follows:

Equipment: Sixty-seven (67) Open Top, Coal Hopper
Railcars (See Schedule A for Car
Numbers)

Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,



Maureen Krieg
Contract Administrator

mek
Enclosures (2)

18008
RECORDATION NO. _____ FILED VES

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INTERSTATE COMMERCE COMMISSION

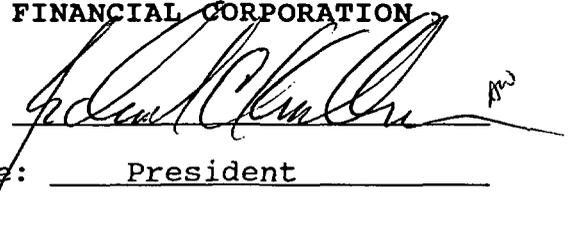
MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of April 27, 1992 (the "**Lease**") between Helm Financial Corporation, a California corporation (the "**Lessor**"), and Incoal Company, a Delaware corporation (the "**Lessee**"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to lease the open top hopper, more fully described in Schedule A hereto (the "**Units**"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 27 day of April, 1992.

LESSOR

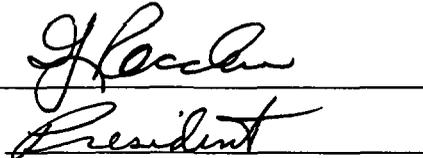
HELM FINANCIAL CORPORATION

By: 

Title: President

LESSEE

INCOAL COMPANY

By: 

Title: President

SCHEDULE A

to

Memorandum of Lease of Railroad Equipment

Dated as of April 27, 1992

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
4,000 cubic foot, 100-ton capacity, three pocket, roller bearing rotary coupled, open top coal hopper railcars. Built by Bethlehem Car in 1974.	67	HLMX 3000 - 3066

STATE OF California)
) S
COUNTY OF San Francisco

On this 27th day of April, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

La Ronda A. Gaines
Notary Public

My Commission Expires: June 9, 1995

[Notarial Seal]



STATE OF Indiana)
) S
COUNTY OF Porter

On this 22nd day of April, 1992, before me personally appears J. J. Cocchio, to me personally known, who being by me duly sworn says that he is a President of INCOAL Co., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judith A. Brunson
Notary Public

My Commission Expires: **JUDITH A BRUNSON**
NOTARY PUBLIC STATE OF INDIANA
PORTER COUNTY
MY COMMISSION EXP. JULY 26, 1995

[Notarial Seal]