

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 14, 1997

RECORDATION No. 19981-A

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment dated December 30, 1996 to the Full Maintenance Lease Agreement dated as of January 29, 1996 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

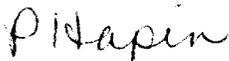
Lessee: Amvest Coal Sales, Inc.  
One Boar's Head Place  
Charlottesville, VA 22903

The equipment involved in this transaction is as follows:

Equipment: One hundred sixty-five (165) railcars (See attached Schedule A to the Termination of Lease for reporting mark and numbers.)

Please file this agreement as a supplementary document to Recordation No. 19981 filed on March 19, 1996. A check covering the filing fee is enclosed.

Sincerely,



Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

AVC001.00

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT TO LEASE ("Memorandum") is made as of December 30, 1996 and is intended to evidence Amendment No. 1 dated as of December 30, 1996 to that certain Full Maintenance Lease Agreement dated as of January 29, 1996 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and AMVEST COAL SALES, INC., a Virginia corporation ("Lessee"), filed under Recordation Number 19981 on March 19, 1996, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease, as amended, and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor, except as otherwise provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

AMVEST COAL SALES, INC.

By: *Richard C. Kirchner*

By: *William H. Dickey, Jr.*

Print Name: Richard C. Kirchner

Print Name: William H. Dickey, Jr.

Its: President

Its: President

*By*

## SCHEDULE A

To the Memorandum of Amendment of Lease dated as of December 30, 1996

### Description of Units:

One hundred sixty-five (165), 3400-3600 cubic foot, 100-ton capacity, three pocket, open top coal hopper railcars, built by Bethlehem Steel Corporation and Greenville Steel Car.

### EXISTING UNITS

<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>	<u>Unit Number</u>
1 HLMX 1370	40 HLMX 33071	79 HLMX 504002	118 HLMX 588727
2 HLMX 16304	41 HLMX 33074	80 HLMX 504003	119 HLMX 588962
3 HLMX 16305	42 HLMX 34000	81 HLMX 504004	120 HLMX 589053
4 HLMX 16311	43 HLMX 34001	82 HLMX 504005	121 HLMX 589149
5 HLMX 16315	44 HLMX 34004	83 HLMX 504006	122 HLMX 589276
6 HLMX 16323	45 HLMX 36048	84 HLMX 504008	123 HLMX 589340
7 HLMX 16325	46 HLMX 36268	85 HLMX 504009	124 HLMX 589348
8 HLMX 16326	47 HLMX 36360	86 HLMX 504011	125 HLMX 589680
9 HLMX 16330	48 HLMX 36421	87 HLMX 504012	126 HMJX 17104
10 HLMX 16334	49 HLMX 36940	88 HLMX 504013	127 HMJX 17106
11 HLMX 16336	50 HLMX 87608	89 HLMX 504014	128 HMJX 17127
12 HLMX 16339	51 HLMX 87610	90 HLMX 504015	129 HMJX 17137
13 HLMX 33000	52 HLMX 87693	91 HLMX 504016	130 HMJX 17143
14 HLMX 33002	53 HLMX 87710	92 HLMX 540661	131 HMJX 17153
15 HLMX 33010	54 HLMX 87721	93 HLMX 582222	132 HMJX 17165
16 HLMX 33013	55 HLMX 87791	94 HLMX 582314	133 HMJX 87301
17 HLMX 33014	56 HLMX 87798	95 HLMX 582341	134 HMJX 87329
18 HLMX 33015	57 HLMX 200000	96 HLMX 532368	135 HMJX 87339
19 HLMX 33017	58 HLMX 200001	97 HLMX 582447	136 HMJX 87393
20 HLMX 33019	59 HLMX 200003	98 HLMX 582463	137 HMJX 87489
21 HLMX 33021	60 HLMX 200004	99 HLMX 582470	138 HMJX 100000
22 HLMX 33024	61 HLMX 200005	100 HLMX 582520	139 HMJX 100001
23 HLMX 33025	62 HLMX 200006	101 HLMX 582531	140 HMJX 100002
24 HLMX 33026	63 HLMX 200007	102 HLMX 582582	141 HMJX 100003
25 HLMX 33029	64 HLMX 200008	103 HLMX 582752	142 HMJX 100004
26 HLMX 33032	65 HLMX 200009	104 HLMX 582826	143 HMJX 100005
27 HLMX 33037	66 HLMX 200010	105 HLMX 582895	144 HMJX 100006
28 HLMX 33041	67 HLMX 200011	106 HLMX 582948	145 HMJX 100007
29 HLMX 33042	68 HLMX 200012	107 HLMX 583182	146 HMJX 100008
30 HLMX 33045	69 HLMX 200014	108 HLMX 586925	147 HMJX 100009
31 HLMX 33046	70 HLMX 200015	109 HLMX 587916	148 HMJX 100010
32 HLMX 33049	71 HLMX 200017	110 HLMX 587920	149 HMJX 100011
33 HLMX 33050	72 HLMX 200018	111 HLMX 587929	150 HMJX 100012
34 HLMX 33056	73 HLMX 200020	112 HLMX 587980	151 HMJX 100013
35 HLMX 33063	74 HLMX 200021	113 HLMX 588063	152 HMJX 100014
36 HLMX 33064	75 HLMX 200022	114 HLMX 588092	153 HMJX 100015
37 HLMX 33066	76 HLMX 200023	115 HLMX 588189	154 HMJX 100016
38 HLMX 33068	77 HLMX 200024	116 HLMX 588341	
39 HLMX 33070	78 HLMX 504001	117 HLMX 588568	

### ADDITIONAL UNITS

1 HLMX 191416	4 HLMX 827830	7 HLMX 827912	10 HLMX 82803
2 HLMX 827805	5 HLMX 827866	8 HLMX 827916	11 HLMX 82807
3 HLMX 827807	6 HLMX 827878	9 HLMX 827975	

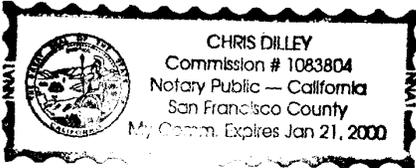
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On January 30, 1997, before me, Chris Dilley,  
personally appeared Richard C. Kirchner, President of HELM FINANCIAL  
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.



[Notarial Seal]

Chris Dilley  
SIGNATURE OF THE NOTARY

STATE OF Virginia )  
 ) S.S.  
COUNTY OF Albemarle )

On January 27, 1997, before me, Nancy C. Corbin,  
personally appeared William H. Dickey, Jr., President of  
AMVEST COAL SALES, INC.,

✓ 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.

Nancy C. Corbin  
SIGNATURE OF THE NOTARY

[Notarial Seal]

*[Handwritten mark]*