

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
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WASHINGTON, D.C. 20004-2901
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513-381-2838
CABLE: TAFTHOL TWX: 810-461-2623
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COLUMBUS, OHIO OFFICE
21 EAST STATE STREET
COLUMBUS, OHIO 43215-4221
614-221-2838
FAX: 614-221-2007

October 13, 1993

NORTHERN KENTUCKY OFFICE
THOMAS MORE CENTRE
2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
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CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

RECORDED AND INDEXED 18173-A
NOV 8 1993 3 12 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated September 9, 1993. The primary document to which it relates is a Railroad & Equipment Lease, dated December 1, 1992 and filed under recordation number 18173. We request that the enclosed document be cross-indexed.

The names and addresses of the parties to the document are as follows:

LESSOR: The David Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

LESSEE: Hobet Mining, Inc.
2205 Fifth Street Road
Huntington, W. Virginia 25701

The equipment covered by the enclosed document are eight-two (82) 100 ton, 4,000 cubic foot capacity rotary dump steel gondola railcars, built by Thrall in 1978 and 1985 and twenty-eight (28) 100 ton, 4,000 cubic foot capacity rotary dump steel gondola railcars built by Thrall in 1970, currently bearing the reporting marks set forth in Exhibit A attached hereto.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, Ohio 45202-3957

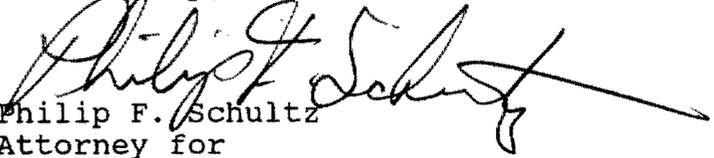
Ms. Mildred Lee
October 13, 1993
Page 2

A short summary of the document to appear in the index follows:

An Amendment to Railroad Equipment Lease between Hobet Mining, Inc., 2205 Fifth Street Road, Huntington, W. Virginia 25701, as Lessee, and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessor, dated September 9, 1993, and covering eighty-two (82) 100 ton, 4000 cubic foot capacity rotary dump steel gondola railcars, built by Thrall in 1978 and 1985 and twenty-eight (28) 100 ton, 4,000 cubic foot capacity rotary dump steel gondola railcars built by Thrall in 1970.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/AKW/taj
encl.

EXHIBIT A

DESCRIPTION OF UNITS

Eighty-two (82) 100 ton, 4000 cubic foot capacity rotary dump steel gondolas built by Thrall in 1978 (OGEX 1371 and OGEX 1372) and the balance in 1985, as described in the line drawing sheet attached hereto as part of Exhibit A, and with the following markings or designations:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
OGEX 1183	DJJX 2100
OGEX 1186	DJJX 2101
OGEX 1188	DJJX 2102
OGEX 1192	DJJX 2103
OGEX 1194	DJJX 2104
OGEX 1195	DJJX 2105
OGEX 1197	DJJX 2106
OGEX 1200	DJJX 2107
OGEX 1201	DJJX 2108
OGEX 1207	DJJX 2109
OGEX 1208	DJJX 2110
OGEX 1211	DJJX 2111
OGEX 1213	DJJX 2112
OGEX 1214	DJJX 2113
OGEX 1216	DJJX 2114
OGEX 1217	DJJX 2115
OGEX 1218	DJJX 2116
OGEX 1221	DJJX 2117
OGEX 1223	DJJX 2118
OGEX 1224	DJJX 2119
OGEX 1227	DJJX 2120
OGEX 1229	DJJX 2121
OGEX 1231	DJJX 2122
OGEX 1233	DJJX 2123
OGEX 1234	DJJX 2124
OGEX 1235	DJJX 2125
OGEX 1237	DJJX 2126
OGEX 1240	DJJX 2127
OGEX 1242	DJJX 2128
OGEX 1243	DJJX 2129
OGEX 1245	DJJX 2130
OGEX 1251	DJJX 2131
OGEX 1252	DJJX 2132
OGEX 1255	DJJX 2133
OGEX 1257	DJJX 2134
OGEX 1262	DJJX 2135
OGEX 1265	DJJX 2136
OGEX 1267	DJJX 2137
OGEX 1269	DJJX 2138
OGEX 1270	DJJX 2139
OGEX 1272	DJJX 2140

EXHIBIT A

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
OGEX 1276	DJJX 2141
OGEX 1277	DJJX 2142
OGEX 1278	DJJX 2143
OGEX 1285	DJJX 2144
OGEX 1287	DJJX 2145
OGEX 1289	DJJX 2146
OGEX 1291	DJJX 2147
OGEX 1293	DJJX 2148
OGEX 1294	DJJX 2149
OGEX 1295	DJJX 2150
OGEX 1298	DJJX 2151
OGEX 1301	DJJX 2152
OGEX 1306	DJJX 2153
OGEX 1307	DJJX 2154
OGEX 1312	DJJX 2155
OGEX 1314	DJJX 2156
OGEX 1315	DJJX 2157
OGEX 1316	DJJX 2158
OGEX 1317	DJJX 2159
OGEX 1319	DJJX 2160
OGEX 1320	DJJX 2161
OGEX 1322	DJJX 2162
OGEX 1324	DJJX 2163
OGEX 1325	DJJX 2164
OGEX 1326	DJJX 2165
OGEX 1332	DJJX 2166
OGEX 1337	DJJX 2167
OGEX 1341	DJJX 2168
OGEX 1342	DJJX 2169
OGEX 1343	DJJX 2170
OGEX 1344	DJJX 2171
OGEX 1352	DJJX 2172
OGEX 1354	DJJX 2173
OGEX 1358	DJJX 2174
OGEX 1359	DJJX 2175
OGEX 1361	DJJX 2176
OGEX 1362	DJJX 2177
OGEX 1364	DJJX 2178
OGEX 1370	DJJX 2179
OGEX 1371	DJJX 2180
OGEX 1372	DJJX 2181

EXHIBIT A

Twenty-eight (28) 100 ton, 4000 cubic foot capacity rotary dump steel gondolas built by Thrall in 1970, as described in the line drawing sheet attached hereto as part of Exhibit A, and with the following markings or designations:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
BN 575029	DJJX 1837
BN 575059	DJJX 1838
BN 575062	DJJX 1839
BN 575071	DJJX 1840
BN 575072	DJJX 1841
BN 575101	DJJX 1842
BN 575103	DJJX 1843
BN 575107	DJJX 1844
BN 575110	DJJX 1845
BN 575124	DJJX 1846
BN 575143	DJJX 1847
BN 575135	DJJX 1848
BN 575145	DJJX 1849
BN 575150	DJJX 1850
BN 575168	DJJX 1851
BN 575175	DJJX 1852
BN 575183	DJJX 1853
BN 575199	DJJX 1854
BN 575202	DJJX 1855
BN 575233	DJJX 1856
BN 575241	DJJX 1857
BN 575242	DJJX 1858
BN 575243	DJJX 1859
BN 575244	DJJX 1860
BN 575245	DJJX 1861
BN 575246	DJJX 1862
BN 575247	DJJX 1863
BN 575249	DJJX 1864

Interstate Commerce Commission
Washington, D.C. 20423

11/10/93

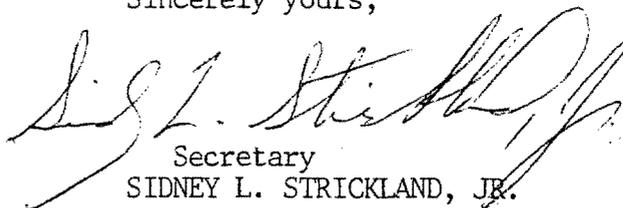
OFFICE OF THE SECRETARY

Philip F. Schultz, Esq.
Taft Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, Ohio 45202-3957

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49U.S.C. 11303, on **11/8/93** at **3:40pm**, and assigned recordation number(s). **18129-A, 18173-A, 18456, 18457 & 18458**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

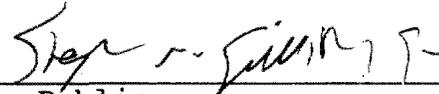
18173-P

NOV 8 1993-3 40 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 13705 (B)(2)



RECORDED BY _____ FILED _____
NOV 8 1993 3 40 PM
INTERSTATE COMMERCE COMMISSION

**AMENDMENT TO
RAILROAD EQUIPMENT LEASE**

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 9th day of September, 1993, by and between The David J. Joseph Company, a Delaware corporation, (hereinafter referred to as "Lessor") and Hobet Mining, Inc., a West Virginia corporation (hereinafter referred to as "Lessee") amending the Lease Agreement (the "Lease") dated December 1, 1992, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission with recordation number 18173;

WHEREAS, the parties desire to amend the Lease to reflect that Lessee may sublease the railcars which are under the Lease (such railcars hereinafter collectively referred to as the "Units" and singularly referred to as "Unit"). All other terms and conditions of the Lease remain unchanged and in full force and effect.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended to reflect that Lessee may sublease any one or more of the Units, if, but only if:

(i) Lessee gives written notice of such sublease to Lessor and Lessor approves such sublease;

(ii) the sublessee acknowledges in writing the existence of the Lease and further acknowledges in writing that such sublease is subject and subordinate to the Lease and the rights of the Lessor under the Lease;

(iii) Lessee furnishes Lessor with a true and correct copy of the sublease and the written acknowledgment of the sublessee referred to in clause (ii) above promptly upon execution thereof and prior to the sublessee obtaining possession or control of any Unit;

(iv) the term of any such sublease shall not extend beyond the remaining term of the Lease;

(v) such sublease shall require the sublessee to carry insurance of the type required by the Lease, to name Lessor as loss payee and additional insured on all such policies of insurance, and to provide evidence of such insurance to Lessor prior to the sublessee obtaining possession or control of any Unit; and

(vi) such sublease shall not permit the sublessee to assign any of its rights under the sublease or further sublease any Unit or to use the Units in any manner prohibited by the Lease.

No such sublease shall relieve Lessee of any of its obligations under the Lease. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged
in the presence of:

Steven G. Ward

Linda M. Baughman

Signed and acknowledged
in the presence of:

J. Thomas Dilley

Joyce Johnson

LESSOR:
THE DAVID J. JOSEPH COMPANY

BY: D. F. McMillan

NAME: Douglas F. McMillan

TITLE: VICE PRESIDENT

LESSEE:
HOBET MINING, INC.

BY: Gary L. Colley

NAME: GARY L. COLLEY

TITLE: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 9th
day of September, 1993, by Douglas F. McMillan,
the Vice President of The David J. Joseph Company, a
Delaware corporation, on behalf of the corporation.

Carolyn A. Trainor
Notary Public

CAROLYN A. TRAINOR
Notary Public, State of Ohio
My Commission Expires March 14, 1998

STATE OF West Virginia)
) SS:
COUNTY OF Cabell)

The foregoing instrument was acknowledged before me this 14th
day of September, 1993, by GARY L. Colley,
the Vice President of Hobet Mining, Inc.,
a West Virginia corporation, on behalf of the corporation.

Robin Riley
Notary Public

