

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

August 16, 1996

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

20229  
AUG 19 1996 1:55 PM

Aug 19 1 46 PM '96  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of -  
between the following parties:

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

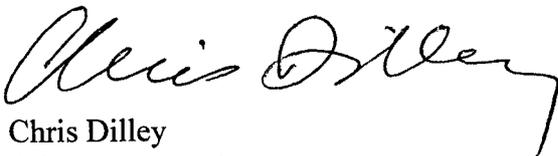
Lessee: Twentymile Coal Company  
9100 East Mineral Circle  
Englewood, CO 80112

The equipment involved in this transaction is as follows:

Equipment: One hundred thirty-three (133) coal gondola railcars (See Schedule  
A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley  
Administrative Assistant

/cpd  
Enclosure

RECORDATION NO. 20229  
AUG 4 1996 1 PM

**MEMORANDUM OF**  
**FULL MAINTENANCE LEASE AGREEMENT**

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT (the "Memorandum") is made as of June 21, 1996 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of June 21, 1996 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and TWENTYMILE COAL COMPANY, a Delaware corporation ("Lessee"), 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. 11303. Lessor has the right to lease the railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

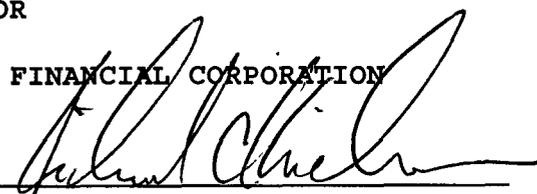
The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

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

HELM FINANCIAL CORPORATION

*mme*

By: 

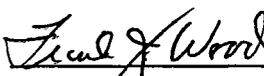
Print Name: Richard C. Kirchner

Its: President

LESSEE

TWENTYMILE COAL COMPANY

*Frank J. Wood*

By: 

Print Name: FRANK J. WOOD

Its: VICE PRESIDENT

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

One hundred thirty-three(133), 4000 cubic foot, 102-ton capacity, steel open top, twin tub, coal gondola railcars with rotary couplers built by Bethlehem Steel Corporation.

Unit Numbers:

HJVX 140218-140230  
140232  
140234-140330  
140560-140570  
140572-140579  
7001  
7002  
7005

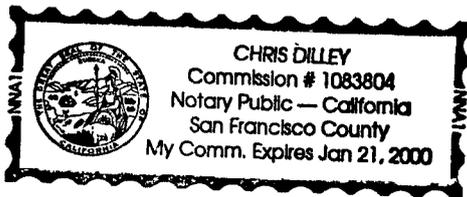
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 26, 1996, before me, Chris Dilley 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.



[Notarial Seal]

Chris Dilley  
SIGNATURE OF THE NOTARY

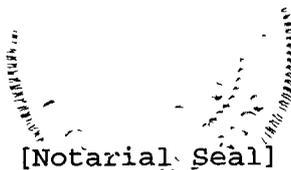
STATE OF COLORADO )  
 ) S.S.  
COUNTY OF Archapahoe )

On June 24, 1996, before me, Lynn M. Taets personally appeared FRANK J. WOOD, of TWENTYMILE COAL COMPANY,

✓ 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]

Lynn M. Taets  
SIGNATURE OF THE NOTARY  
My commission expires 8-9-98