

HELM FINANCIAL CORPORATION

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

February 5, 1999

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

RECORDATION NO. 20229-B FILED

FEB 23 '99

9-30AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Amendment to Railcar Lease Agreement** ("Memorandum") dated as of December 31, 1998 which is intended to evidence **Amendment No. 2** dated as of December 31, 1998 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: Two hundred twenty-eight (228) railcars as more fully described in Schedule A attached to this Memorandum.

Please file this Memorandum as a supplementary document to Recordation No. 20229 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,


Alison Drain

Document Administrator

/ad
Enclosures (2)

Surface Transportation Board
Washington, D.C. 20423-0001

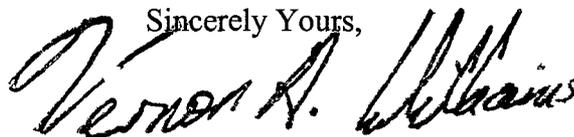
February 23, 1999

Alison Drain
Document Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco CA 94111

Dear Ms. Bacon:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and
and 49 CFR 1177.3 (c), on February 23, 1999 at 9:30 AM, and assigned
recording number(s) 20229-B, 20369-I, 21568-B, 22039 and 22040

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 130 00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature: _____



20229-B

RECORDATION NO. _____ FILED

MEMORANDUM OF
AMENDMENT TO RAILCAR LEASE AGREEMENT

FEB 23 '99

9-30AM

THIS MEMORANDUM OF AMENDMENT TO RAILCAR LEASE AGREEMENT ("Memorandum") is dated as of December 31, 1998 and is intended to evidence Amendment No. 2 dated as of December 31, 1998 to that certain Full Maintenance Lease Agreement dated as of June 21, 1996, as amended ("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 ("STB") of the Department of Transportation under Section 49 of U.S.C. 11303. The Lease was filed with the STB on August 19, 1996 under Recordation Number 20229. Lessor has the right to lease the gondola 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

LESSEE

HELM FINANCIAL CORPORATION

TWENTYMILE COAL COMPANY

By: 
Print Name: Richard C. Kirchner
Its: President

By:  ~~SEE~~
Print Name: Nicholas P. Moras
Its: Senior Vice President

PM

SCHEDULE A

TO THE MEMORANDUM OF RAILCAR LEASE AGREEMENT

Equipment Description

Two hundred twenty-eight (228), 4,000 cubic foot, coal gondola railcars.

Unit Numbers:

1	GSNX	61	59	GSNX	436	117	GSNX	576	175	HLMX	140663
2	GSNX	112	60	GSNX	440	118	GSNX	593	176	HLMX	140664
3	GSNX	118	61	GSNX	459	119	GSNX	615	177	HLMX	140665
4	GSNX	122	62	GSNX	464	120	GSNX	653	178	HLMX	140666
5	GSNX	123	63	GSNX	465	121	HLMX	8004	179	HLMX	140667
6	GSNX	126	64	GSNX	466	122	HLMX	140600	180	HLMX	140668
7	GSNX	137	65	GSNX	467	123	HLMX	140601	181	HLMX	140669
8	GSNX	148	66	GSNX	472	124	HLMX	140602	182	HLMX	145000
9	GSNX	151	67	GSNX	481	125	HLMX	140603	183	HLMX	145001
10	GSNX	155	68	GSNX	486	126	HLMX	140604	184	HLMX	145002
11	GSNX	156	69	GSNX	492	127	HLMX	140605	185	HLMX	145003
12	GSNX	158	70	GSNX	497	128	HLMX	140606	186	HLMX	145004
13	GSNX	159	71	GSNX	498	129	HLMX	140607	187	HLMX	145005
14	GSNX	161	72	GSNX	515	130	HLMX	140608	188	HLMX	145006
15	GSNX	169	73	GSNX	524	131	HLMX	140610	189	HLMX	145007
16	GSNX	178	74	GSNX	526	132	HLMX	140611	190	HLMX	145008
17	GSNX	179	75	GSNX	528	133	HLMX	140612	191	HLMX	145009
18	GSNX	180	76	GSNX	537	134	HLMX	140613	192	HLMX	145010
19	GSNX	184	77	GSNX	556	135	HLMX	140614	193	HLMX	145011
20	GSNX	186	78	GSNX	558	136	HLMX	140615	194	HLMX	145012
21	GSNX	188	79	GSNX	561	137	HLMX	140616	195	HLMX	145013
22	GSNX	190	80	GSNX	574	138	HLMX	140618	196	HLMX	145014
23	GSNX	201	81	GSNX	575	139	HLMX	140619	197	HLMX	145015
24	GSNX	202	82	GSNX	590	140	HLMX	140620	198	HLMX	145016
25	GSNX	203	83	GSNX	599	141	HLMX	140621	199	HLMX	145017
26	GSNX	214	84	GSNX	604	142	HLMX	140622	200	HLMX	145018
27	GSNX	216	85	GSNX	606	143	HLMX	140625	201	HLMX	145019
28	GSNX	245	86	GSNX	609	144	HLMX	140626	202	HLMX	145020
29	GSNX	246	87	GSNX	610	145	HLMX	140627	203	HLMX	145021
30	GSNX	250	88	GSNX	619	146	HLMX	140628	204	HLMX	145022
31	GSNX	253	89	GSNX	621	147	HLMX	140629	205	HLMX	145023
32	GSNX	266	90	GSNX	622	148	HLMX	140630	206	HLMX	145024
33	GSNX	270	91	GSNX	623	149	HLMX	140631	207	HLMX	145025
34	GSNX	278	92	GSNX	631	150	HLMX	140632	208	HLMX	145026
35	GSNX	286	93	GSNX	632	151	HLMX	140633	209	HLMX	145027
36	GSNX	290	94	GSNX	633	152	HLMX	140634	210	HLMX	145028
37	GSNX	293	95	GSNX	634	153	HLMX	140635	211	HLMX	145029
38	GSNX	294	96	GSNX	637	154	HLMX	140636	212	HLMX	145030
39	GSNX	307	97	GSNX	641	155	HLMX	140637	213	HLMX	145031
40	GSNX	315	98	GSNX	642	156	HLMX	140638	214	HLMX	145032
41	GSNX	322	99	GSNX	648	157	HLMX	140639	215	HLMX	145033
42	GSNX	327	100	GSNX	649	158	HLMX	140641	216	HLMX	145034
43	GSNX	329	101	GSNX	651	159	HLMX	140642	217	HLMX	145035
44	GSNX	331	102	GSNX	654	160	HLMX	140643	218	HLMX	145036
45	GSNX	333	103	GSNX	665	161	HLMX	140646	219	HLMX	145037
46	GSNX	336	104	GSNX	668	162	HLMX	140650	220	HLMX	145038
47	GSNX	347	105	GSNX	676	163	HLMX	140651	221	HLMX	145039
48	GSNX	361	106	GSNX	101	164	HLMX	140652	222	HLMX	145040
49	GSNX	375	107	GSNX	162	165	HLMX	140653	223	HLMX	145041
50	GSNX	381	108	GSNX	262	166	HLMX	140654	224	HLMX	145042
51	GSNX	388	109	GSNX	308	167	HLMX	140655	225	HLMX	145043
52	GSNX	389	110	GSNX	339	168	HLMX	140656	226	HLMX	145044
53	GSNX	392	111	GSNX	377	169	HLMX	140657	227	HLMX	145045
54	GSNX	394	112	GSNX	407	170	HLMX	140658	228	HLMX	145046
55	GSNX	400	113	GSNX	470	171	HLMX	140659			
56	GSNX	405	114	GSNX	499	172	HLMX	140660			
57	GSNX	420	115	GSNX	525	173	HLMX	140661			
58	GSNX	427	116	GSNX	564	174	HLMX	140662			

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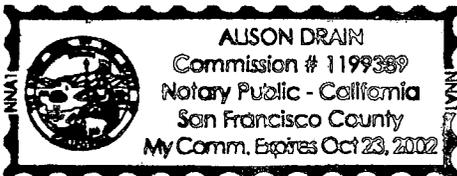
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 4th, 1999, before me, Alison Drain,
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.



Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

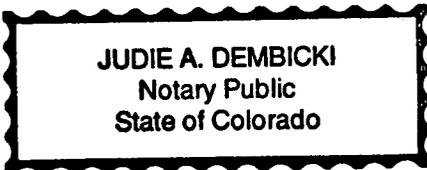
STATE OF COLORADO)
) S.S.
COUNTY OF ARAPAHOE)

On FEBRUARY 2, 1999, before me, JUDIE A. DEMBICKI,
personally appeared NICHOLAS P. MOROS, SR. VICE PRESIDENT of
TWENTYMILE COAL COMPANY, SALES + MARKETING

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.



Judie A. Dembicki
SIGNATURE OF THE NOTARY

[Notarial Seal]

My Commission Expires May 24, 2002

DA