HELM
FINANCIAL CORPORATION

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

November 17, 1999

RECORDATION NO. 20229-C FILED

DEC 22 '99 17-50 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
DEC 7 1999
MAIL
MANAGEMENT
STB

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 Memorandum of Amendment to Full Maintenance Lease Agreement dated November 4, 1999 which is intended to evidence **Amendment No. 3** dated as of November 4, 1999 to the Full Maintenance Lease Agreement dated as of June 21, 1996 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: Six hundred twenty (620) railcars more fully described in Schedule A attached hereto.

Please file this memorandum as a supplementary document to Recordation No. 20229 filed on August 19, 1996 and return one (1) stamped original to my attention. A check covering the twenty-six dollar ($26.00) filing fee is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

stb/amend/tc0001 .final ad/11/17/99

RECORDATION NO. 20229-C FILED

DEC 22 '99 17-50 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
AMENDMENT TO FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF AMENDMENT TO FULL MAINTENANCE LEASE AGREEMENT (**"Memorandum"**) is dated as of November 4, 1999 and is intended to evidence Amendment No. 3 dated as of November 4, 1999 to that certain Full Maintenance Lease Agreement dated as of June 21, 1996 (**"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 (**"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

By: _____

Name: Richard C. Kirchner

Title: President

LESSEE

TWENTYMILE COAL COMPANY

By: _____

Name: PATRICK J. PANZARINO

Title: Vice-President

amendmen/tcc001.3final svf/11/09/99

SCHEDULE A

To the Memorandum of Amendment to Full Maintenance Lease Agreement

Equipment Description

Six hundred twenty (620), coal gondola railcars with rotary couplers.

Unit Numbers:

1	GSNX	61	47	GSNX	329	93	GSNX	575	139	HJVX	140147
2	GSNX	101	48	GSNX	331	94	GSNX	576	140	HJVX	140153
3	GSNX	112	49	GSNX	333	95	GSNX	590	141	HJVX	140170
4	GSNX	118	50	GSNX	336	96	GSNX	593	142	HJVX	140171
5	GSNX	122	51	GSNX	339	97	GSNX	599	143	HJVX	140207
6	GSNX	123	52	GSNX	347	98	GSNX	604	144	HJVX	140210
7	GSNX	126	53	GSNX	358	99	GSNX	606	145	HJVX	140211
8	GSNX	137	54	GSNX	361	100	GSNX	609	146	HJVX	140215
9	GSNX	148	55	GSNX	375	101	GSNX	610	147	HJVX	140216
10	GSNX	151	56	GSNX	377	102	GSNX	615	148	HJVX	140220
11	GSNX	155	57	GSNX	381	103	GSNX	619	149	HJVX	140221
12	GSNX	156	58	GSNX	388	104	GSNX	621	150	HJVX	140222
13	GSNX	158	59	GSNX	389	105	GSNX	622	151	HJVX	140223
14	GSNX	159	60	GSNX	392	106	GSNX	623	152	HJVX	140224
15	GSNX	161	61	GSNX	394	107	GSNX	631	153	HJVX	140225
16	GSNX	162	62	GSNX	400	108	GSNX	632	154	HJVX	140227
17	GSNX	169	63	GSNX	405	109	GSNX	633	155	HJVX	140228
18	GSNX	178	64	GSNX	407	110	GSNX	634	156	HJVX	140230
19	GSNX	179	65	GSNX	420	111	GSNX	637	157	HJVX	140232
20	GSNX	180	66	GSNX	427	112	GSNX	641	158	HJVX	140235
21	GSNX	184	67	GSNX	436	113	GSNX	642	159	HJVX	140236
22	GSNX	186	68	GSNX	440	114	GSNX	648	160	HJVX	140237
23	GSNX	188	69	GSNX	459	115	GSNX	649	161	HJVX	140238
24	GSNX	190	70	GSNX	464	116	GSNX	651	162	HJVX	140240
25	GSNX	201	71	GSNX	465	117	GSNX	653	163	HJVX	140241
26	GSNX	202	72	GSNX	466	118	GSNX	654	164	HJVX	140242
27	GSNX	203	73	GSNX	467	119	GSNX	665	165	HJVX	140243
28	GSNX	214	74	GSNX	470	120	GSNX	668	166	HJVX	140244
29	GSNX	216	75	GSNX	472	121	GSNX	676	167	HJVX	140245
30	GSNX	245	76	GSNX	481	122	HJVX	7003	168	HJVX	140246
31	GSNX	246	77	GSNX	486	123	HJVX	7005	169	HJVX	140247
32	GSNX	250	78	GSNX	492	124	HJVX	140009	170	HJVX	140248
33	GSNX	253	79	GSNX	497	125	HJVX	140014	171	HJVX	140249
34	GSNX	262	80	GSNX	498	126	HJVX	140016	172	HJVX	140250
35	GSNX	266	81	GSNX	499	127	HJVX	140017	173	HJVX	140251
36	GSNX	270	82	GSNX	515	128	HJVX	140029	174	HJVX	140252
37	GSNX	278	83	GSNX	524	129	HJVX	140041	175	HJVX	140253
38	GSNX	286	84	GSNX	525	130	HJVX	140050	176	HJVX	140254
39	GSNX	290	85	GSNX	526	131	HJVX	140072	177	HJVX	140255
40	GSNX	293	86	GSNX	528	132	HJVX	140081	178	HJVX	140256
41	GSNX	294	87	GSNX	537	133	HJVX	140088	179	HJVX	140257
42	GSNX	307	88	GSNX	556	134	HJVX	140101	180	HJVX	140259
43	GSNX	308	89	GSNX	558	135	HJVX	140105	181	HJVX	140260
44	GSNX	315	90	GSNX	561	136	HJVX	140113	182	HJVX	140261
45	GSNX	322	91	GSNX	564	137	HJVX	140123	183	HJVX	140262
46	GSNX	327	92	GSNX	574	138	HJVX	140131	184	HJVX	140264

SCHEDULE A

To the Memorandum of Amendment to Full Maintenance Lease Agreement

Units Numbers - Continued

185	HJVX	140265	238	HJVX	140560	291	HLMX	140637	344	HLMX	140799
186	HJVX	140266	239	HJVX	140562	292	HLMX	140638	345	HLMX	140800
187	HJVX	140267	240	HJVX	140563	293	HLMX	140639	346	HLMX	140801
188	HJVX	140269	241	HJVX	140564	294	HLMX	140640	347	HLMX	140802
189	HJVX	140270	242	HJVX	140565	295	HLMX	140641	348	HLMX	140803
190	HJVX	140271	243	HJVX	140566	296	HLMX	140642	349	HLMX	140804
191	HJVX	140272	244	HJVX	140567	297	HLMX	140643	350	HLMX	140805
192	HJVX	140273	245	HJVX	140568	298	HLMX	140644	351	HLMX	140806
193	HJVX	140274	246	HJVX	140569	299	HLMX	140645	352	HLMX	140807
194	HJVX	140275	247	HJVX	140570	300	HLMX	140647	353	HLMX	140808
195	HJVX	140277	248	HJVX	140572	301	HLMX	140648	354	HLMX	140809
196	HJVX	140278	249	HJVX	140573	302	HLMX	140649	355	HLMX	140810
197	HJVX	140279	250	HJVX	140574	303	HLMX	140650	356	HLMX	140811
198	HJVX	140280	251	HJVX	140575	304	HLMX	140651	357	HLMX	140812
199	HJVX	140281	252	HJVX	140576	305	HLMX	140652	358	HLMX	140813
200	HJVX	140282	253	HJVX	140577	306	HLMX	140653	359	HLMX	140814
201	HJVX	140285	254	HJVX	140578	307	HLMX	140654	360	HLMX	140815
202	HJVX	140286	255	HLMX	8003	308	HLMX	140655	361	HLMX	140816
203	HJVX	140287	256	HLMX	8004	309	HLMX	140656	362	HLMX	140817
204	HJVX	140289	257	HLMX	140600	310	HLMX	140657	363	HLMX	140818
205	HJVX	140290	258	HLMX	140601	311	HLMX	140658	364	HLMX	140819
206	HJVX	140291	259	HLMX	140602	312	HLMX	140659	365	HLMX	140820
207	HJVX	140292	260	HLMX	140603	313	HLMX	140660	366	HLMX	140821
208	HJVX	140293	261	HLMX	140604	314	HLMX	140661	367	HLMX	140822
209	HJVX	140294	262	HLMX	140605	315	HLMX	140662	368	HLMX	140823
210	HJVX	140295	263	HLMX	140606	316	HLMX	140663	369	HLMX	140824
211	HJVX	140296	264	HLMX	140607	317	HLMX	140664	370	HLMX	140825
212	HJVX	140297	265	HLMX	140608	318	HLMX	140665	371	HLMX	140826
213	HJVX	140298	266	HLMX	140610	319	HLMX	140666	372	HLMX	140827
214	HJVX	140300	267	HLMX	140611	320	HLMX	140667	373	HLMX	140828
215	HJVX	140301	268	HLMX	140612	321	HLMX	140668	374	HLMX	140829
216	HJVX	140302	269	HLMX	140613	322	HLMX	140669	375	HLMX	140830
217	HJVX	140303	270	HLMX	140614	323	HLMX	140767	376	HLMX	140831
218	HJVX	140305	271	HLMX	140615	324	HLMX	140779	377	HLMX	140832
219	HJVX	140306	272	HLMX	140616	325	HLMX	140780	378	HLMX	140833
220	HJVX	140310	273	HLMX	140618	326	HLMX	140781	379	HLMX	140834
221	HJVX	140312	274	HLMX	140619	327	HLMX	140782	380	HLMX	140835
222	HJVX	140313	275	HLMX	140620	328	HLMX	140783	381	HLMX	140836
223	HJVX	140314	276	HLMX	140621	329	HLMX	140784	382	HLMX	140837
224	HJVX	140316	277	HLMX	140622	330	HLMX	140785	383	HLMX	140838
225	HJVX	140318	278	HLMX	140623	331	HLMX	140786	384	HLMX	140839
226	HJVX	140319	279	HLMX	140624	332	HLMX	140787	385	HLMX	140840
227	HJVX	140320	280	HLMX	140625	333	HLMX	140788	386	HLMX	140841
228	HJVX	140321	281	HLMX	140626	334	HLMX	140789	387	HLMX	140842
229	HJVX	140322	282	HLMX	140628	335	HLMX	140790	388	HLMX	140843
230	HJVX	140323	283	HLMX	140629	336	HLMX	140791	389	HLMX	140844
231	HJVX	140324	284	HLMX	140630	337	HLMX	140792	390	HLMX	140845
232	HJVX	140325	285	HLMX	140631	338	HLMX	140793	391	HLMX	140846
233	HJVX	140326	286	HLMX	140632	339	HLMX	140794	392	HLMX	140847
234	HJVX	140327	287	HLMX	140633	340	HLMX	140795	393	HLMX	140848
235	HJVX	140328	288	HLMX	140634	341	HLMX	140796	394	HLMX	140849
236	HJVX	140330	289	HLMX	140635	342	HLMX	140797	395	HLMX	140850
237	HJVX	140451	290	HLMX	140636	343	HLMX	140798	396	HLMX	140851

SCHEDULE A

To the Memorandum of Amendment to Full Maintenance Lease Agreement

Units Numbers - Continued

397	HLMX	140852	449	HLMX	140940	501	HLMX	141084	553	HLMX	145006
398	HLMX	140853	450	HLMX	140941	502	HLMX	141085	554	HLMX	145007
399	HLMX	140854	451	HLMX	140943	503	HLMX	141086	555	HLMX	145008
400	HLMX	140855	452	HLMX	140944	504	HLMX	141087	556	HLMX	145009
401	HLMX	140856	453	HLMX	140945	505	HLMX	141088	557	HLMX	145010
402	HLMX	140857	454	HLMX	140946	506	HLMX	141089	558	HLMX	145011
403	HLMX	140858	455	HLMX	140947	507	HLMX	141090	559	HLMX	145012
404	HLMX	140859	456	HLMX	140948	508	HLMX	141091	560	HLMX	145013
405	HLMX	140860	457	HLMX	140949	509	HLMX	141092	561	HLMX	145014
406	HLMX	140861	458	HLMX	140950	510	HLMX	141093	562	HLMX	145015
407	HLMX	140862	459	HLMX	140951	511	HLMX	141094	563	HLMX	145016
408	HLMX	140863	460	HLMX	140952	512	HLMX	141095	564	HLMX	145017
409	HLMX	140864	461	HLMX	140953	513	HLMX	141096	565	HLMX	145018
410	HLMX	140865	462	HLMX	140954	514	HLMX	141097	566	HLMX	145019
411	HLMX	140866	463	HLMX	140955	515	HLMX	141098	567	HLMX	145020
412	HLMX	140867	464	HLMX	140956	516	HLMX	141099	568	HLMX	145021
413	HLMX	140868	465	HLMX	140957	517	HLMX	141100	569	HLMX	145022
414	HLMX	140869	466	HLMX	140958	518	HLMX	141101	570	HLMX	145023
415	HLMX	140870	467	HLMX	140959	519	HLMX	141102	571	HLMX	145024
416	HLMX	140871	468	HLMX	140960	520	HLMX	141103	572	HLMX	145025
417	HLMX	140872	469	HLMX	140962	521	HLMX	141104	573	HLMX	145026
418	HLMX	140873	470	HLMX	140963	522	HLMX	141105	574	HLMX	145027
419	HLMX	140874	471	HLMX	140964	523	HLMX	141106	575	HLMX	145028
420	HLMX	140875	472	HLMX	140965	524	HLMX	141107	576	HLMX	145029
421	HLMX	140876	473	HLMX	140966	525	HLMX	141108	577	HLMX	145030
422	HLMX	140877	474	HLMX	140968	526	HLMX	141109	578	HLMX	145031
423	HLMX	140914	475	HLMX	140973	527	HLMX	141110	579	HLMX	145032
424	HLMX	140915	476	HLMX	140974	528	HLMX	141111	580	HLMX	145033
425	HLMX	140916	477	HLMX	140975	529	HLMX	141112	581	HLMX	145034
426	HLMX	140917	478	HLMX	140976	530	HLMX	141113	582	HLMX	145035
427	HLMX	140918	479	HLMX	140980	531	HLMX	141114	583	HLMX	145036
428	HLMX	140919	480	HLMX	140985	532	HLMX	141115	584	HLMX	145037
429	HLMX	140920	481	HLMX	141004	533	HLMX	141116	585	HLMX	145038
430	HLMX	140921	482	HLMX	141005	534	HLMX	141117	586	HLMX	145039
431	HLMX	140922	483	HLMX	141011	535	HLMX	141118	587	HLMX	145040
432	HLMX	140923	484	HLMX	141012	536	HLMX	141119	588	HLMX	145041
433	HLMX	140924	485	HLMX	141014	537	HLMX	141120	589	HLMX	145042
434	HLMX	140925	486	HLMX	141069	538	HLMX	141121	590	HLMX	145043
435	HLMX	140926	487	HLMX	141070	539	HLMX	141122	591	HLMX	145044
436	HLMX	140927	488	HLMX	141071	540	HLMX	141123	592	HLMX	145045
437	HLMX	140928	489	HLMX	141072	541	HLMX	141124	593	HLMX	145046
438	HLMX	140929	490	HLMX	141073	542	HLMX	141125	594	HLMX	145514
439	HLMX	140930	491	HLMX	141074	543	HLMX	141126	595	SFIX	816
440	HLMX	140931	492	HLMX	141075	544	HLMX	141127	596	SFIX	849
441	HLMX	140932	493	HLMX	141076	545	HLMX	141128	597	SFIX	923
442	HLMX	140933	494	HLMX	141077	546	HLMX	141129	598	SFIX	1075
443	HLMX	140934	495	HLMX	141078	547	HLMX	145000	599	SFIX	1222
444	HLMX	140935	496	HLMX	141079	548	HLMX	145001	600	SFIX	1247
445	HLMX	140936	497	HLMX	141080	549	HLMX	145002	601	SFIX	2015
446	HLMX	140937	498	HLMX	141081	550	HLMX	145003	602	SFIX	2040
447	HLMX	140938	499	HLMX	141082	551	HLMX	145004	603	SFIX	2062
448	HLMX	140939	500	HLMX	141083	552	HLMX	145005	604	SFIX	2068

SCHEDULE A

To the Memorandum of Amendment to Full Maintenance Lease Agreement

Units Numbers - Continued

605	SFIX	2087
606	SFIX	2102
607	SFIX	2105
608	SFIX	2252
609	SFIX	2279
610	SFIX	2284
611	SFIX	2299
612	SFIX	2342
613	SFIX	2436
614	SFIX	2458
615	SFIX	2465
616	SFIX	2493
617	SFIX	2522
618	SFIX	2523
619	SFIX	2527
620	SFIX	2542

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

On November 15, 1999, before me, Alison Drain, 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.

ALISON DRAIN
Commission # 1199389
Notary Public - California
San Francisco County
My Comm. Expires Oct 23, 2002

Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

On November 12, 1999, before me, Judie A. Dembicki, personally appeared Patrick J. Panzarino, Vice President 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.

JUDIE A. DEMBICKI
Notary Public
State of Colorado

Witness my hand and official seal.

Judie A. Dembicki
SIGNATURE OF THE NOTARY

[Notarial Seal]

My Commission Expires May 24, 2002

amendmen/tcc001.3final svf/11/09/99