

0-365A003

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603-5803

AREA CODE 312 346-8000

TELEX 25222

FACSIMILE 312 269 8869

LOS ANGELES OFFICE  
ONE CENTURY PLAZA - SUITE 3300  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3063  
AREA CODE 213 277 7200  
FACSIMILE 213 201 5219

NEW YORK OFFICE  
767 THIRD AVENUE  
NEW YORK, NEW YORK 10017-2013  
AREA CODE 212 715 9000  
FACSIMILE 212 752 3116

WASHINGTON, D C OFFICE  
815 CONNECTICUT AVENUE N W  
WASHINGTON, D C 20006-4004  
AREA CODE 202 463 2400  
FACSIMILE 202 828 5393

DEC 31 1990 -9<sup>AM</sup>

SACRAMENTO OFFICE

770 L STREET

SUITE 115

SACRAMENTO, CALIFORNIA 95814-3325

AREA CODE 916 446 3970

FACSIMILE 916 446 4214

SAN FRANCISCO OFFICE

101 CALIFORNIA STREET

SUITE 2900

SAN FRANCISCO, CALIFORNIA 94111-5858

AREA CODE 415 397-2823

FACSIMILE 415 397-8549

INTERSTATE COMMERCE COMMISSION

17158  
DEC 31 1990 -9<sup>AM</sup>

December 31, 1990

SECOND FILING

17158  
DEC 31 1990 -9<sup>AM</sup>

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
Room 2303  
12th & Constitution  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

# 45.00 filing

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed documents.

I have enclosed originals and certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

1. The first document is a Memorandum of Lease of Railroad Equipment, a primary document, dated December 20, 1990.

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

Lessor: Helm-Pacific Leasing  
1416 Dodge Street  
Omaha, Nebraska 68179

Lessee: Arch Mineral Corporation  
City Place One  
City Place Drive  
St. Louis, Missouri 63141

2. Also enclosed is a second document to be filed as a secondary document. The document is:

*New number*  
*C. O'Connell*  
*-A*  
*-B kept page*

DEC 31 9 05 AM '90  
DIRECTOR OPERATING UNIT

ICC

Page 2

Assignment of Lease, a secondary document, dated December 28, 1990.

The primary document to which this is connected is recorded with this letter.

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

Assignor: Helm-Pacific Leasing  
1416 Dodge Street  
Omaha, Nebraska 68179

Assignee: American National Bank and Trust Company of  
Chicago, as trustee under Trust Agreement dated  
as of December 28, 1990 and known as  
Trust No. 34110007.  
33 North LaSalle Street  
Chicago, Illinois 60690  
Attention: Corporate Trust

3. Also enclosed is a third document to be filed as a secondary document. The document is:

Assignment and Security Agreement, a secondary document, dated December 28, 1990.

The primary document to which this is connected is recorded with this letter.

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

Assignor: American National Bank and Trust Company of  
Chicago, as trustee under Trust Agreement dated  
as of December 28, 1990 and known as  
Trust No. 34110007.  
33 North LaSalle Street  
Chicago, Illinois 60690  
Attention: Corporate Trust

Helm-Pacific Leasing  
1416 Dodge Street  
Omaha, Nebraska 68179

Assignee: The CIT Group/Equipment Financing, Inc.  
270 Park Avenue  
New York, New York 10017

ICC

Page 3

A description of the equipment covered by each document follows:

230 4-pocket open topped hopper railroad cars with rotary couplers manufactured by Trinity Industries, Inc. in 1990 having the following serial numbers and currently bearing or in the future to be bearing the running marks and numbers:

Serial Numbers: 20000-20099, inclusive

Running Numbers: TNM 20000-20099, inclusive

A fee of \$45.00 (\$15.00 for each document to be filed) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to the person bearing this letter.

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

1. Memorandum of Lease between Helm-Pacific Leasing, 1416 Dodge Street, Omaha, Nebraska 68179 (Lessor) and Arch Mineral Corporation, City Place One, City Place Drive, St. Louis, Missouri 63141 (Lessee), covering 100 open top hopper railroad cars.
2. Assignment of Lease from Helm-Pacific Corporation, 1416 Dodge Street, Omaha, Nebraska 68179 (Assignor) to American National Bank and Trust Company of Chicago, at Trustee, 33 North LaSalle Street, Chicago, Illinois 60690 (Assignee), covering 100 open top hopper railroad cars.
3. Assignment and Security Agreement between American National Bank and Trust Company of Chicago, at Trustee, 33 North LaSalle Street, Chicago, Illinois 60690 ("Lessee") and Helm-Pacific Leasing, 1416 Dodge Street, Omaha, Nebraska 68179 ("Beneficiary") (Assignors) and The CIT Group/Equipment Financing, Inc., 270 Park Avenue, New York, New York 10017 (Assignee) dated December 28, 1990, and covering 100 open top hopper railroad cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/tg  
Enclosures

DEC 31 1990 -9 10 AM

ANNEX E

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

*OK*  
*has the right to lease*  
*NN*

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of December 20, 1990 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and Arch Mineral Corporation, a Missouri corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor ~~is the owner of~~ the covered hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 20<sup>th</sup> day of December, 1990.

LESSOR

HELM-PACIFIC LEASING  
By: Helm Pacific Corporation  
its Joint Venturer

By: *[Signature]*  
Title: President

By: Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

By: *[Signature]*  
Title: President

LESSEE

ARCH MINERAL CORPORATION

By: *[Signature]*  
Title: Asst. V.P Transportation

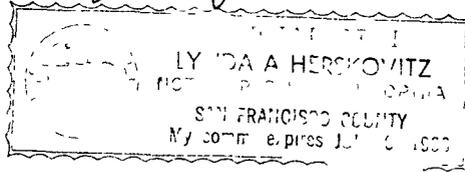
STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 24<sup>th</sup> day of December, 1990, before me personally appeared Richard C. Korman, to me personally known, who, being by me duly sworn, says that he is President of HELM PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation on behalf of Helm- Pacific Leasing.

Lynnda Herskovitz  
Notary Public

My Commission Expires: July 16, 1995

[Notarial Seal]



STATE OF Nebraska )  
 ) S  
COUNTY OF Dawson )

On this 26<sup>th</sup> day of December, 1990, before me personally appears Charles R. Ewert to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation on behalf of Helm-Pacific Leasing.

Ruth A. Howard  
Notary Public

My Commission Expires: 11/5/93



STATE OF MISSOURI     )  
                                  ) S  
COUNTY OF ST. LOUIS    )

On this 20th day of December, 1990, before me personally appears Neil Novak, to me personally known, who being by me duly sworn says that he is an Asst. V.P. - Transportation of ARCH MINERAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth A. Olney  
Notary Public

My Commission Expires: 2/15/93

[Notarial Seal]

RUTH A. OLNEY  
NOTARY PUBLIC STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION EXP. FEB. 15, 1993

SCHEDULE A

Equipment Description

One hundred (100),  
3,600 cubic foot, 100 ton,  
quadruple pocket open top  
coal hoppers built by  
Trinity Railcar in 1990.

Equipment Numbers

TNM 20000 - 20099

