

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

November 20, 1992

DECLASSIFIED BY 17564-A FILED 1992

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

NOV 23 1992-10 10 AM

INTERSTATE COMMERCE COMMISSION

RE: Lease of Railroad Equipment dated as of September 18, 1991 ("Lease")
between Helm Financial Corporation and Arch Mineral Corporation

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording,
under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder
the following document:

Two (2) fully executed originals of Amendment No. 1 dated July 28, 1992
to the Lease ("Amendment No. 1") between Helm Financial Corporation and
Arch Mineral Corporation

In connection with the recording of Amendment No. 1, please note the following
information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Lessee: Arch Mineral Corporation
City Place One, Suite 350
St. Louis, MO 63141

Equipment: One Hundred (100) Open Top Coal Hopper Railcars
(See Annex A.1. for Car
Numbers)

Previous ICC Filing: Lease filed on October 16, 1991 under
Recordation No. 17564

Please file Amendment No. 1 under the next available recordation number. The
filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,



Maureen Krieg
Contract Administrator

mek
Enclosures (2)

RECORDED BY 17564-A

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to the Lease of Railroad Equipment dated as of September 18, 1991 (the "Lease"), between HELM FINANCIAL CORPORATION ("Lessor") and ARCH MINERAL CORPORATION ("Lessee") is made as of July 29, 1992 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which ninety (90), 3,420 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Greenville in 1975 ("Greenville Cars") and twenty-three (23), 3,685 cubic foot, roller bearing, open top coal gondola railcars built by Ortner in 1973 ("Ortner Cars") were leased by Lessor to Lessee.
- B. In place of the Ortner Cars, Lessor delivered to Lessee twenty-three (23) open top coal hopper railcars of the same description as the Greenville Cars ("Additional Greenville Cars").
- C. The parties desire to remove from the Lease the Ortner Cars and to add to the Lease the Additional Greenville Cars and the reporting marks and numbers for the one hundred thirteen (113) Greenville Cars delivered by Lessor to Lessee.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Annex A to the Lease shall be replaced by the attached Annex A.1., and wherever Annex A appears in the Lease it shall mean Annex A.1.
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 5. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, the Lessor and Lessee each pursuant to due authority have caused these presents to be signed in their respective corporate names.

HELM FINANCIAL CORPORATION

ARCH MINERAL CORPORATION

By: 

By: 

Title: PRESIDENT

Title: A.V.P. - TRANSPORTATION

Date: July 28, 1992

Date: 7-13-92

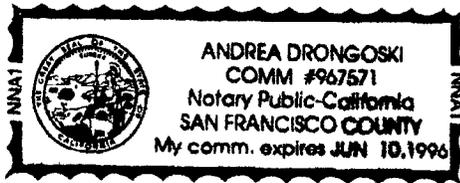
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 28 day of July, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

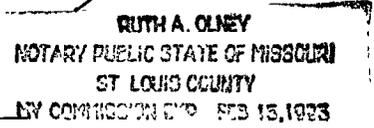
[Notarial Seal]



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

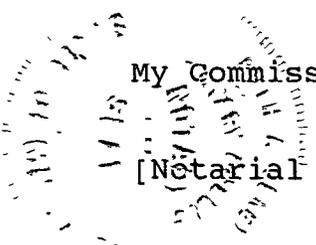
On this 13th day of July, 1992, before me personally appeared David E. Kong, to me personally known, who, being by me duly sworn, says that he is Asst. V.P. - Transportation of **ARCH MINERAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President 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]



ANNEX A.1.

to
Lease of Railroad Equipment
Dated as of September 18, 1991

Equipment Description

One hundred thirteen (113), 3,420 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Greenville in 1975.

Equipment Numbers

URDX 540530	URDX 87642	URDX 87692	URDX 87755
URDX 540544	URDX 87643	URDX 87693	URDX 87756
URDX 540580	URDX 87645	URDX 87694	URDX 87758
URDX 540586	URDX 87647	URDX 87697	URDX 87760
URDX 540661	URDX 87651	URDX 87703	URDX 87763
URDX 540668	URDX 87652	URDX 87706	URDX 87766
URDX 540682	URDX 87653	URDX 87707	URDX 87770
URDX 540687	URDX 87654	URDX 87708	URDX 87772
URDX 87600	URDX 87655	URDX 87710	URDX 87773
URDX 87601	URDX 87657	URDX 87712	URDX 87777
URDX 87602	URDX 87658	URDX 87714	URDX 87778
URDX 87603	URDX 87661	URDX 87721	URDX 87779
URDX 87605	URDX 87662	URDX 87726	URDX 87780
URDX 87606	URDX 87664	URDX 87727	URDX 87781
URDX 87608	URDX 87665	URDX 87730	URDX 87783
URDX 87610	URDX 87670	URDX 87734	URDX 87785
URDX 87612	URDX 87672	URDX 87735	URDX 87786
URDX 87614	URDX 87673	URDX 87737	URDX 87788
URDX 87615	URDX 87675	URDX 87738	URDX 87789
URDX 87617	URDX 87676	URDX 87739	URDX 87790
URDX 87621	URDX 87677	URDX 87743	URDX 87791
URDX 87622	URDX 87678	URDX 87745	URDX 87795
URDX 87623	URDX 87681	URDX 87746	URDX 87796
URDX 87624	URDX 87682	URDX 87747	URDX 87797
URDX 87625	URDX 87684	URDX 87748	URDX 87798
URDX 87626	URDX 87687	URDX 87749	URDX 87799
URDX 87627	URDX 87688	URDX 87750	
URDX 87628	URDX 87689	URDX 87753	
URDX 87632	URDX 87690	URDX 87754	