

# HM JOINT VENTURE

One Embarcadero Center · San Francisco, CA 94111

REGISTRATION NO. 18288 FILED 1488 415/398-4510

JUN 30 1993 2-55 PM

VIA AIR COURIER

June 29, 1993

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of April 1, 1993 between the following parties:

Lessor: HM Joint Venture,  
a Kentucky Joint Venture

By: Helm Equipment Leasing Corporation  
a General Partner  
c/o Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

and

By: Mansbach Realty Company,  
a General Partner  
1900 Front Street  
Ashland, KY 41101

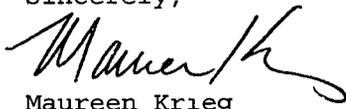
Lessee: Arch Transportation Corporation  
City Place One  
City Place Drive  
St. Louis, MO 63141

The equipment involved in this transaction is as follows:

Equipment: One hundred fifty (150) open top hopper railcars (See Schedule A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$16.00 is included in the enclosed check.

Sincerely,

  
Maureen Krieg  
Contract Administrator

mek  
Enclosures (2)

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 18288 FILED 1428  
JUN 30 1993 2-55 PM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to provide evidence the Lease of Railroad Equipment, dated as of April 1, 1993 (the "Lease") between **HM JOINT VENTURE**, a joint venture duly organized and validly existing in good standing in the State of Kentucky (the "Lessor"), and **ARCH TRANSPORTATION CORPORATION**, a Delaware 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. Lessor has the right to lease the one hundred fifty (150) open top, coal hopper railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

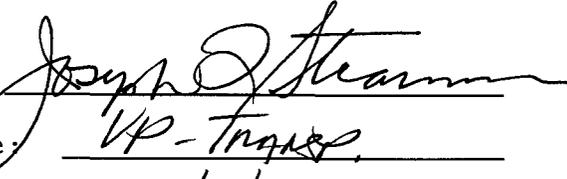
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below its signature.

**HM JOINT VENTURE**  
a Kentucky Joint Venture

**ARCH TRANSPORTATION CORPORATION**

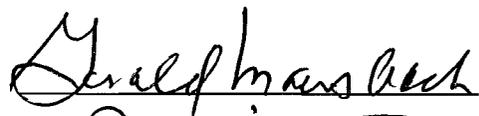
By: **HELM EQUIPMENT LEASING CORPORATION**, a general partner

By:   
Title: President  
Date: 06-11-93

By:   
Title: VP - Trng  
Date: 6/7/93

and

By: **MANSBACH REALTY COMPANY**, a general partner

By:   
Title: President  
Date: 6-10-93

**SCHEDULE A**

**Memorandum of**

**Lease of Railroad Equipment  
between HM Joint Venture and Arch Transportation Corporation**

**Dated April 1, 1993**

**Equipment Description**

One hundred fifty (150), 100 - ton, 3,834 cubic foot, open top  
hoppers

<u>Unit Numbers</u>	<u>Unit Numbers</u>	<u>Unit Numbers</u>
1. HMJX 10001	38. HMJX 10078	75. HMJX 10157
2. HMJX 10004	39. HMJX 10079	76. HMJX 10158
3. HMJX 10005	40. HMJX 10081	77. HMJX 10159
4. HMJX 10011	41. HMJX 10082	78. HMJX 10160
5. HMJX 10012	42. HMJX 10089	79. HMJX 10164
6. HMJX 10017	43. HMJX 10091	80. HMJX 10165
7. HMJX 10019	44. HMJX 10092	81. HMJX 10169
8. HMJX 10020	45. HMJX 10093	82. HMJX 10171
9. HMJX 10022	46. HMJX 10094	83. HMJX 10172
10. HMJX 10023	47. HMJX 10095	84. HMJX 10173
11. HMJX 10024	48. HMJX 10103	85. HMJX 10174
12. HMJX 10025	49. HMJX 10106	86. HMJX 10178
13. HMJX 10026	50. HMJX 10107	87. HMJX 10181
14. HMJX 10028	51. HMJX 10108	88. HMJX 10182
15. HMJX 10029	52. HMJX 10112	89. HMJX 10185
16. HMJX 10030	53. HMJX 10113	90. HMJX 10186
17. HMJX 10031	54. HMJX 10118	91. HMJX 10187
18. HMJX 10032	55. HMJX 10119	92. HMJX 10190
19. HMJX 10036	56. HMJX 10122	93. HMJX 10194
20. HMJX 10037	57. HMJX 10124	94. HMJX 10197
21. HMJX 10038	58. HMJX 10125	95. HMJX 10206
22. HMJX 10040	59. HMJX 10126	96. HMJX 10208
23. HMJX 10047	60. HMJX 10127	97. HMJX 10213
24. HMJX 10048	61. HMJX 10128	98. HMJX 10217
25. HMJX 10053	62. HMJX 10130	99. HMJX 10221
26. HMJX 10056	63. HMJX 10131	100. HMJX 10224
27. HMJX 10057	64. HMJX 10132	101. HMJX 10228
28. HMJX 10058	65. HMJX 10134	102. HMJX 10232
29. HMJX 10059	66. HMJX 10137	
30. HMJX 10062	67. HMJX 10138	
31. HMJX 10066	68. HMJX 10139	
32. HMJX 10067	69. HMJX 10142	
33. HMJX 10069	70. HMJX 10147	
34. HMJX 10070	71. HMJX 10149	
35. HMJX 10073	72. HMJX 10152	
36. HMJX 10075	73. HMJX 10153	
37. HMJX 10076	74. HMJX 10155	

SCHEDULE A - continued  
Memorandum of

Lease of Railroad Equipment  
between HM Joint Venture and Arch Transportation Corporation

Dated April 1, 1993

Unit Numbers

103. HMJX 10234  
104. HMJX 10235  
105. HMJX 10236  
106. HMJX 10237  
107. HMJX 10240  
108. HMJX 10242  
109. HMJX 10245  
110. HMJX 10246  
111. HMJX 10247  
112. HMJX 10249  
113. HMJX 10250  
114. HMJX 10251  
115. HMJX 10253  
116. HMJX 10254  
117. HMJX 10255  
118. HMJX 10259  
119. HMJX 10260  
120. HMJX 10261  
121. HMJX 10262  
122. HMJX 10263  
123. HMJX 10264  
124. HMJX 10268  
125. HMJX 10269  
126. HMJX 10270  
127. HMJX 10272  
128. HMJX 10275  
129. HMJX 10276  
130. HMJX 10279  
131. HMJX 10280  
132. HMJX 10282  
133. HMJX 10285  
134. HMJX 10292  
135. HMJX 10297  
136. HMJX 10298  
137. HMJX 10299  
138. HMJX 10300  
139. HMJX 10301  
140. HMJX 10302  
141. HMJX 10303  
142. HMJX 10306  
143. HMJX 10307  
144. HMJX 10309  
145. HMJX 10311  
146. HMJX 10312

Unit Numbers

147. HMJX 10314  
148. HMJX 10317  
149. HMJX 10320  
150. HMJX 10322

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flr*

STATE OF CALIFORNIA

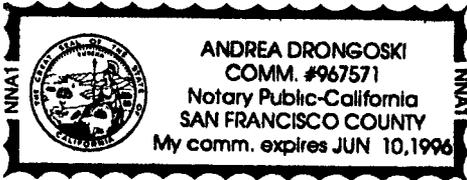
COUNTY OF SAN FRANCISCO

On June 11, 1993, before me, Andrea Drongoski personally appeared Richard C. Kirchner, President of HELM EQUIPMENT LEASING 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.



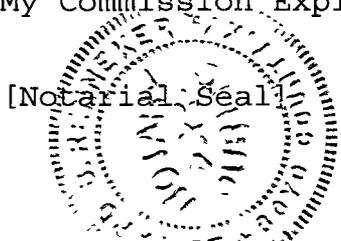
Andrea Drongoski  
SIGNATURE OF THE NOTARY

STATE OF KENTUCKY )  
 ) S  
COUNTY OF BOYD )

On this 10 day of June, 1993, before me personally appeared Gerald Mansbach, to me personally known, who, being by me duly sworn says that he is President of MANSBACH REALTY COMPANY, 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.

Edward B. Renneker  
Notary Public

My Commission Expires: 12/6/94



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

On this 7<sup>th</sup> day of JUNE, 1993, before me personally appeared JOSEPH L. STEARMAN, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of **ARCH TRANSPORTATION 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.

  
Notary Public

My Commission Expires: 4/16/94

[Notarial Seal]

