

# HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 7, 1998

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

RECORDATION NO. 18288-E FILED

MAY 18 '98 11-00 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment to Lease ("Memorandum") dated as of January 1, 1998 and is intended to evidence Amendment No. 4 dated as of January 1, 1998 to the Lease of Railroad Equipment dated as of April 1, 1993, as amended ("Lease") between the following parties:

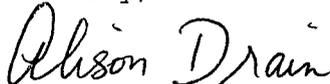
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Arch Coal Sales, Inc. City Place One, Suite 350 St. Louis, MO 63141

The equipment involved in this transaction is as follows:

Equipment:	Two Hundred (200) coal hopper railcars as more fully described in Schedule A To the Memorandum of Amendment to Lease.
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Please file this memorandum as a supplementary document to Recordation No. 18288 filed on June 30, 1993 and return one (1) endorsed original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (2)

stb\amendment\amc06 4final

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

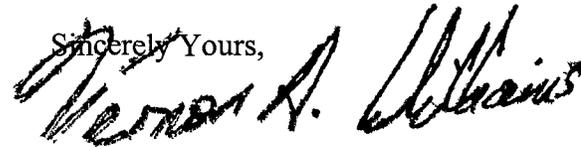
DATE:5/18/98

Alison Drain  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA., 94111

Dear Sir/Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 5/18/98 at 11:00AM, and  
assigned recordation number(s).21416, 21417, 21418, 21419, 21420, 13361-I, 15541-C,  
18288-E, 18736-A, 18872-B, 19104-A, 19325-B, and  
20822-B.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

338.00

\$-----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.



RECORDATION NO. 18288-E FILED

MAY 18 '98 11-00 AM

MEMORANDUM OF AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of January 1, 1998 is intended to evidence Amendment No. 4 dated as of January 1, 1998 to the Lease of Railroad Equipment dated as of April 1, 1993, as amended ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and ARCH COAL SALES COMPANY, INC., a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease was filed under Recordation No. 18288 on June 30, 1993. Lessor has the right to lease the rail equipment, 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.

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

ARCH COAL SALES COMPANY, INC.

BY: [Signature]  
Print Name: Richard C. Kirchner  
Its: President

BY: [Signature]  
Print Name: DAVID WARNECKE  
Its: V.P.

**SCHEDULE A**

**To the Memorandum of Amendment to Lease dated January 1, 1998**

**GROUP A UNITS**

**Equipment Description**

Two hundred (200) open top coal hopper railcars.

Reporting Mark and Number		Reporting Mark and Number		Reporting Mark and Number		Reporting Mark and Number	
1	HLMX 16338	51	HMJX 87072	101	HMJX 87472	151	HMJX 580789
2	HLMX 33000	52	HMJX 87086	102	HMJX 87476	152	HMJX 580791
3	HLMX 33012	53	HMJX 87096	103	HMJX 87478	153	HMJX 580795
4	HLMX 33018	54	HMJX 87105	104	HMJX 87499	154	HMJX 580878
5	HLMX 33020	55	HMJX 87107	105	HMJX 100019	155	HMJX 580882
6	HLMX 33023	56	HMJX 87110	106	HMJX 580004	156	HMJX 580912
7	HLMX 33027	57	HMJX 87124	107	HMJX 580112	157	HMJX 580940
8	HLMX 33031	58	HMJX 87138	108	HMJX 580131	158	HMJX 580942
9	HLMX 33033	59	HMJX 87160	109	HMJX 580154	159	HMJX 580968
10	HLMX 33036	60	HMJX 87169	110	HMJX 580173	160	HMJX 580982
11	HLMX 33038	61	HMJX 87172	111	HMJX 580202	161	HMJX 580988
12	HLMX 33040	62	HMJX 87177	112	HMJX 580217	162	HMJX 581011
13	HLMX 33043	63	HMJX 87184	113	HMJX 580219	163	HMJX 581015
14	HLMX 33044	64	HMJX 87192	114	HMJX 580223	164	HMJX 581016
15	HLMX 33048	65	HMJX 87194	115	HMJX 580245	165	HMJX 581026
16	HLMX 33051	66	HMJX 87195	116	HMJX 580286	166	HMJX 581027
17	HLMX 33052	67	HMJX 87205	117	HMJX 580287	167	HMJX 581035
18	HLMX 33054	68	HMJX 87207	118	HMJX 580321	168	HMJX 581074
19	HLMX 33057	69	HMJX 87219	119	HMJX 580331	169	HMJX 581076
20	HLMX 33072	70	HMJX 87232	120	HMJX 580354	170	HMJX 581086
21	HLMX 33078	71	HMJX 87233	121	HMJX 580360	171	HMJX 581089
22	HLMX 33079	72	HMJX 87241	122	HMJX 580382	172	HMJX 581099
23	HLMX 33100	73	HMJX 87246	123	HMJX 580400	173	HMJX 581103
24	HLMX 33102	74	HMJX 87248	124	HMJX 580405	174	HMJX 581112
25	HLMX 33113	75	HMJX 87249	125	HMJX 580408	175	HMJX 581141
26	HLMX 33124	76	HMJX 87254	126	HMJX 580438	176	HMJX 581142
27	HLMX 33131	77	HMJX 87259	127	HMJX 580478	177	HMJX 581182
28	HLMX 33138	78	HMJX 87277	128	HMJX 580487	178	HMJX 581204
29	HLMX 33139	79	HMJX 87280	129	HMJX 580508	179	HMJX 581222
30	HLMX 33144	80	HMJX 87288	130	HMJX 580521	180	HMJX 581237
31	HLMX 33172	81	HMJX 87293	131	HMJX 580531	181	HMJX 581243
32	HLMX 33175	82	HMJX 87296	132	HMJX 580533	182	HMJX 581245
33	HLMX 33176	83	HMJX 87308	133	HMJX 580537	183	HMJX 581258
34	HLMX 33177	84	HMJX 87316	134	HMJX 580547	184	HMJX 581265
35	HLMX 33178	85	HMJX 87336	135	HMJX 580583	185	HMJX 581270
36	HLMX 33179	86	HMJX 87337	136	HMJX 580612	186	HMJX 581277
37	HLMX 33180	87	HMJX 87342	137	HMJX 580620	187	HMJX 581284
38	HLMX 33182	88	HMJX 87345	138	HMJX 580647	188	HMJX 581297
39	HLMX 33183	89	HMJX 87357	139	HMJX 580658	189	HMJX 581326
40	HLMX 33184	90	HMJX 87366	140	HMJX 580711	190	HMJX 581372
41	HLMX 33185	91	HMJX 87367	141	HMJX 580712	191	HMJX 581376
42	HLMX 34002	92	HMJX 87378	142	HMJX 580715	192	HMJX 581378
43	HLMX 34003	93	HMJX 87399	143	HMJX 580718	193	HMJX 581387
44	HLMX 36345	94	HMJX 87413	144	HMJX 580736	194	HMJX 581406
45	HMJX 87009	95	HMJX 87427	145	HMJX 580738	195	HMJX 581438
46	HMJX 87021	96	HMJX 87454	146	HMJX 580758	196	HMJX 581512
47	HMJX 87026	97	HMJX 87459	147	HMJX 580771	197	HMJX 581535
48	HMJX 87035	98	HMJX 87466	148	HMJX 580777	198	HMJX 581548
49	HMJX 87046	99	HMJX 87467	149	HMJX 580783	199	HMJX 581558
50	HMJX 87066	100	HMJX 87471	150	HMJX 580786	200	HMJX 581599

**SCHEDULE A**

**To the Memorandum of Amendment to Lease dated January 1, 1998**

**GROUP B**

**Equipment Description**

Forty-one (41) open top coal hopper railcars.

<u>Reporting Mark and Number</u>		<u>Reporting Mark and Number</u>		<u>Reporting Mark and Number</u>		<u>Reporting Mark and Number</u>	
1	HLMX 16320	11	HLMX 33094	21	HLMX 87706	31	HLMX 200016
2	HLMX 16327	12	HLMX 33096	22	HLMX 87712	32	HLMX 200019
3	HLMX 16331	13	HLMX 33098	23	HLMX 87746	33	HLMX 200025
4	HLMX 16337	14	HLMX 33101	24	HLMX 87755	34	HMJX 17101
5	HLMX 33076	15	HLMX 87603	25	HLMX 87756	35	HMJX 17108
6	HLMX 33082	16	HLMX 87605	26	HLMX 87758	36	HMJX 17114
7	HLMX 33085	17	HLMX 87628	27	HLMX 87763	37	HMJX 17125
8	HLMX 33087	18	HLMX 87643	28	HLMX 87779	38	HMJX 17139
9	HLMX 33088	19	HLMX 87662	29	HLMX 200002	39	HMJX 17140
10	HLMX 33089	20	HLMX 87703	30	HLMX 200013	40	HMJX 17173
						41	HMJX 17181

**GROUP C**

**Equipment Description**

Nine (9) open top coal hopper railcars.

<u>Old Reporting Mark and Number</u>		<u>New Reporting Mark and Number</u>		<u>Old Reporting Mark and Number</u>		<u>New Reporting Mark and Number</u>	
1	WSOX 6608	HLMX	6608	6	WSOX 6689	HLMX	6689
2	WSOX 6616	HLMX	6616	7	WSOX 6691	HLMX	6691
3	WSOX 6652	HLMX	6652	8	WSOX 6697	HLMX	6697
4	WSOX 6653	HLMX	6653	9	WSOX 6822	HLMX	6822
5	WSOX 6656	HLMX	6656				

84

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

On March 6, 1998, before me, Emma S. Ortega, 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.



Emma Susan Ortega  
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

On MARCH 4, 1998, before me, KAREN R. DEVINE, personally appeared DAVID WARNECKE, VICE-PRESIDENT of ARCH COAL SALES COMPANY, INC.,

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.

Karen R Devine  
SIGNATURE OF THE NOTARY

[Notarial Seal]

KAREN R DEVINE  
NOTARY PUBLIC STATE OF MISSOURI  
ST LOUIS COUNTY  
MY COMMISSION EXP MAR 20,1999