

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

16282-A
RECORDATION 85 FILED 1225

June 5, 1991

JUN 4 1991 1 35 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Amendment 1 dated February 19, 1991 to a Lease of Railroad Equipment dated March 1, 1989.

Please file this supplement as ICC Recordation 16282-A. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

Enclosures

Amendment 1
Dated February 19, 1991
to
Lease of Railroad Equipment
Dated March 1, 1989

76282-A
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INTERSTATE COMMERCE COMMISSION

Helm Financial Corporation ("Lessor") and Westmoreland Coal Sales Company ("Lessee") have heretofore entered into a Lease of Railroad Equipment dated March 1, 1989 ("Lease"), covering one hundred fifteen (115) open top coal hopper cars.

The parties wish to amend the Lease to reflect the following changes effective April 1, 1991:

1. Section 2. Rentals. The second sentence shall be deleted and replaced with the following: "The monthly payments shall be in the amount of [REDACTED] each per Unit."
2. Section 3. Term of Lease. The term of this Lease shall be extended and shall now end on [REDACTED]
3. The following section shall be added:

20. Right of Substitution.

Lessor shall have the right to substitute cars of like kind and condition for the Units listed in Annex A at any time during the term of this Lease.

All other terms and conditions of this Lease shall remain in full force and effect.

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

HELM FINANCIAL CORPORATION

By: [Signature] AW

Title: President

WESTMORELAND COAL SALES COMPANY

By: [Signature]

Title: VP Admin.

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 11th day of March, 1991, before me personally appeared Richard C. Kirchner 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.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



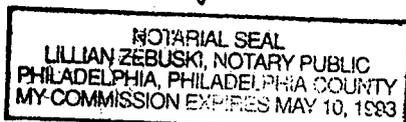
STATE OF Pennsylvania)
) S
COUNTY OF Philadelphia)

On this 22nd day of February, 1991, before me personally appeared R. J. Chesno, to me personally known, who, being by me duly sworn, says that he is V.P. Adm. of Westmoreland Coal Sales Co., 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.

Lillian Zebuski
Notary Public

My Commission Expires: May 13, 1993

[Notarial Seal]



Member, Pennsylvania Association of Notaries