

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 21371-A FILED

MAY 6 '98

11-09 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 6 11 09 AM '98

VIA AIR COURIER

May 5, 1998

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

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Schedule to Master Lease Agreement made as of February 6, 1997 ("**Memorandum**") between the following parties:

Lessor: Helm Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

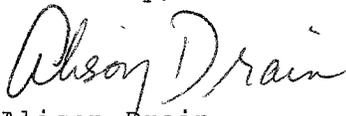
Lessee: Unimin Canada, LTD.
258 Elm Street
New Canaan, CT 06840

The equipment involved in this transaction is as follows:

Equipment: Two (2), 60-foot, 100-ton RBL
boxcars with 14-foot single plug
doors bearing the
reporting mark and numbers HATX 6000
and 6001.

Please file this agreement as a secondary document to the Memorandum of the Master Lease Agreement dated February 6, 1997. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

MEMORANDUM OF SCHEDULE
TO MASTER LEASE AGREEMENT

MAY 6 '98

11-09 AM

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT made as of February 6, 1997 ("Memorandum") is intended to evidence Schedule No. 1 dated as of February 6, 1997 ("Schedule No. 1") to the Master Lease Agreement, dated as of February 6, 1997 ("Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and UNIMIN CANADA, LTD., an Ontario 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. Lessor has the right to lease the two (2), 60-foot, 100-ton RBL boxcars with 14-foot single plug doors and two (2) interior bulkheads bearing the reporting mark and numbers HATX 6000 and 6001 ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the Schedule No. 1.

The Master Lease, Schedule No. 1 and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. ~~Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units.~~ In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

DS *(KFC)*

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-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

UNIMIN CANADA, LTD.

By: Helm Atlantic Corporation,
its General Partner

By: *David R. Eckles*

By: *Kevin F. Crawford*

Print Name: David R. Eckles

Print Name: Kevin F. Crawford

Title: President

Title: President

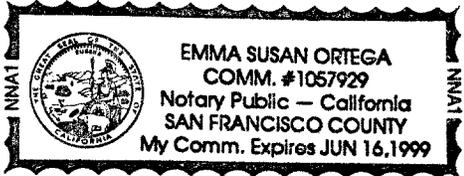
CM

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

On February 17, 1997, before me, Emma S. Ortega,
personally appeared David R. Eckles, President of HELM ATLANTIC 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 CONNECTICUT)
) S.S. New Canaan
COUNTY OF FAIRFIELD)

On February 6, 1997, before me, George J. Kalapos, Jr.,
personally appeared Kevin F. Crawford, President of
UNIMIN CANADA, LTD.,

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.

George J. Kalapos, Jr.
SIGNATURE OF THE NOTARY

[Notarial Seal]

GEORGE J. KALAPOS, JR.
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 1999

cm