

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

May 21, 1999

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

RECORDATION NO. **21371-B** FILED  
JUN 7 '99 12-45 PM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Amended Memorandum of the Lease of Railroad Equipment** dated as of February 23, 1999 ("**Memorandum**") which is intended to evidence **Amendment No. 1** dated as of February 23, 1999 to **Schedule No. 1** dated February 6, 1997, as amended, to the Lease of Railroad Equipment dated as of February 6, 1997 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

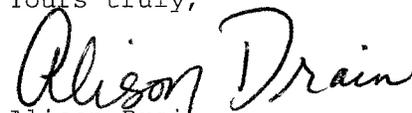
Lessee: Unimin Canada, Inc.  
258 Elm Street  
New Canaan, CT 06840

The equipment involved in this transaction is as follows:

Equipment: Three (3), 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, 6001 and 6018.

Please file this Amended Memorandum as a supplementary document to Recordation No. 21371 filed on May 6, 1998 at 11:09 am and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

AMENDED MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

JUN 7 '99

12-45 PM

THIS AMENDED MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated as of February 23, 1999 is intended to evidence Amendment No. 1 dated as of February 23, 1999 to Schedule No. 1 dated February 6, 1997, as amended ("Schedule"), to the Lease of Railroad Equipment, 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 three (3), 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, 6001 and 6018 ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the Schedule as amended.

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. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Amended Memorandum of Lease.

LESSOR  
HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP  
By: Helm Atlantic Corporation,  
its General Partner

LESSEE  
UNIMIN CANADA, LTD.

By: 

Print Name: David R. Eckles  
Title: President

By: 

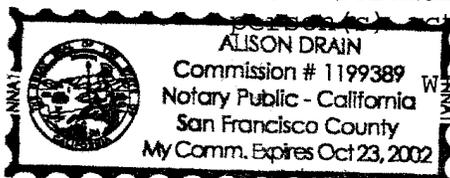
Print Name: Louis R. Mastandrea  
Title: Vice President

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

On May 20<sup>th</sup>, 1999, before me, Alison Drain,  
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.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF CONNECTICUT )  
 ) S.S.  
COUNTY OF FAIRFIELD )

On April 22, 1999, 1999, before me, Brenda L. Choyce,  
personally appeared Louis R. Mastandrea, Vice 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.

Brenda L. Choyce  
SIGNATURE OF THE NOTARY

[Notarial Seal]

**BRENDA L. CHOYCE**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 2001