

HELM FINANCIAL CORPORATION

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

Boomer RECORDATION NO. 21568 FILED
AUG 10 '98 11-19 AM

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

August 6, 1998
RECORDATION NO. 21568-A FILED

AUG 10 '98 11-19 AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of November 24, 1997 and two (2) originals of **Memorandum of Amendment to Lease** dated as of March 31, 1998 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

A → Lessee: National Specialty Aggregates, LLC
2665 E. Desert Lane
Gilbert, AZ 85234

Guarantor: Pebble Technology, Inc.
7950 East Acoma Drive #105
Scottsdale, AZ 85260

The equipment involved in this transaction is as follows:

Equipment: See attached Schedule A to the
Memorandum of Lease.

See attached Schedule A to the
Memorandum of Amendment to Lease.

Please file this memorandum as a primary document and the amendment as a supplementary document and return one (1) stamped original of each document to my attention. A check covering the two filings (\$52.00) is enclosed.

Sincerely,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures (4)

AUG 10 '98 11-19 AM

**MEMORANDUM OF
AMENDMENT TO LEASE**

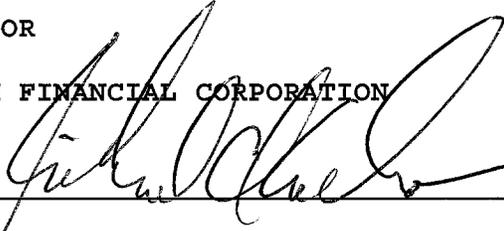
THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of March 31, 1998 is intended to evidence Amendment No. 1 dated as of March 31, 1998 to the Full Maintenance Lease Agreement dated as of November 24, 1997 ("Lease") among HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), NATIONAL SPECIALTY AGGREGATES, LLC, an Arizona limited liability corporation ("Lessee"), and PEBBLE TECHNOLOGY, INC., an Arizona corporation ("Guarantor"), 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 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.

The Lease 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 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 Lease, Lessee assigns any and all subleases to Lessor.

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

HELM FINANCIAL CORPORATION

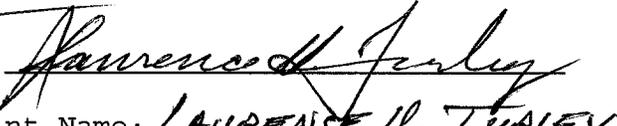
By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

NATIONAL SPECIALTY AGGREGATES, LLC

By: 

Print Name: LAURENCE U. TURLEY

Its: President

GUARANTOR

PEBBLE TECHNOLOGY, INC.

By: 

Print Name: L.R. PERKINS

Its: President

SCHEDULE A

To the Memorandum of Amendment to Lease Dated March 31, 1998

THE UNITS

Equipment Description:

Ten (10), 4000 cubic foot, 100-ton, three pocket, six outlet gate covered hopper railcars.

Unit Numbers:

HLMX 4541
HLMX 4630
HLMX 4658
HLMX 4661
HLMX 4688
HLMX 4689
HLMX 4717
HLMX 4738
HLMX 4754
HLMX 4772

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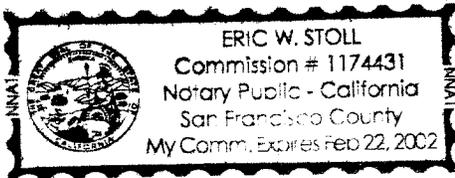
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 4th, 1998, before me, Eric W. Stoll, 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.



Eric W. Stoll

SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF ARIZONA)
) S.S.
COUNTY OF Maricopa)

On May 28, 1998, before me, Patricia O'Doughlin, personally appeared Laurence U. Turley, of NATIONAL SPECIALTY AGGREGATES, LLC,

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.



Patricia O'Loughlin

SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF ARIZONA)
) S.S.
COUNTY OF Maricopa)

On May 28th, 1998, before me, Patricia O'Loughlin,
personally appeared L.A. Perkins, of PEBBLE
TECHNOLOGY, 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.

Patricia O'Loughlin
SIGNATURE OF THE NOTARY

[Notarial Seal]