

# HELM FINANCIAL CORPORATION

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

February 1, 1999

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

RECORDATION NO. 21568-B FILED

FEB 23 '99

9-30AM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Amendment to Lease of Railroad Equipment** dated as of June 1, 1998 which is intended to evidence **Amendment No. 2** dated as of June 1, 1998 to the Full Maintenance Lease Agreement dated as of November 24, between the following parties:

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

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

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

The equipment involved in this transaction is as follows:

Equipment: Seventeen (17) railcars as more fully described in Schedule A.2 attached to the Memorandum.

Please file this Memorandum as a supplementary document to Recordation No. 21568 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

*Alison Drain*

Alison Drain

Document Administrator

/ad

Enclosures (2)

FEB 23 '99

9-30AM

**MEMORANDUM OF  
AMENDMENT TO LEASE**

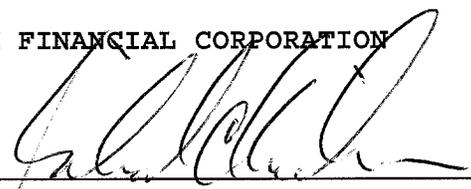
THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of June 1, 1998 is intended to evidence Amendment No. 2 dated as of June 1, 1998 to the Full Maintenance Lease Agreement dated as of November 24, 1997 ("Lease") among HELM FINANCIAL CORPORATION, a California corporation ("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. The Lease was filed under Recordation No. 21568 on August 10, 1998. Lessor has the right to lease the rail equipment, more fully described in Schedule A.2 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

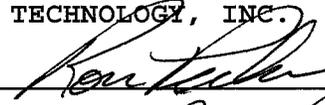
By: 

Print Name: LAURENCE U. TURLEY

Its: PRESIDENT

GUARANTOR

PEBBLE TECHNOLOGY, INC.

By: 

Print Name: Ron Perkins

Its: President

SCHEDULE A.2

To the Memorandum of Amendment to Lease Dated June 1, 1998

THE UNITS

Equipment Description:

Seventeen (17), 4000 cubic foot, 100-ton, three pocket, six outlet gate covered hopper railcars.

Unit Numbers:

HLMX 4541  
HLMX 4630  
HLMX 4634  
HLMX 4655  
HLMX 4658  
HLMX 4661  
HLMX 4688  
HLMX 4689  
HLMX 4711  
HLMX 4717  
HLMX 4738  
HLMX 4745  
HLMX 4748  
HLMX 4752  
HLMX 4754  
HLMX 4772  
HLMX 4788

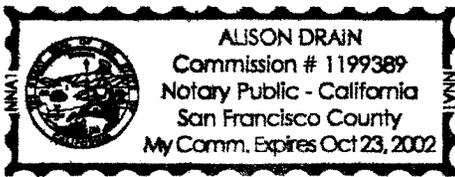
STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On February 1, 1998<sup>9</sup>, before me, Alison Drain, 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.



Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

On January 18, 1998<sup>9</sup>, before me, Patricia O'Loughlin, personally appeared Laurence A. 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]

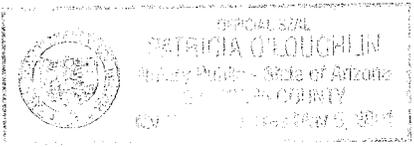
STATE OF ARIZONA )  
 ) S.S.  
COUNTY OF Maricopa )

On January 18, 1998, before me, Patricia O'Loughlin,  
personally appeared Ron 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]