

**HELM-PACIFIC LEASING**  
JOINT VENTURE

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

October 13, 1998

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

RECORDATION NO. 21718 FILED  
OCT 16 '98 10-36 AM  
*Primary*

RECORDATION NO. 21718-A FILED  
OCT 16 '98 10-36 AM



Dear Mr. Williams:

Enclosed are three (3) originals **each** of the **Memorandum of Master Lease Agreement** dated as of April 1, 1998 and the **Memorandum to Master Lease Agreement** dated as of April 1, 1998 which is intended to evidence **Schedule No. 1** dated as of April 1, 1998 between the following parties:

*Primary* →

Lessor: Helm-Pacific Leasing  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Unimin Corporation  
258 Elm Street  
New Canaan, CT 06840

The equipment involved in this transaction is as follows:

Equipment: Eleven (11) railcars as more fully described in Schedule A to the memorandum.

Please file the **Memorandum of Master Lease Agreement** as a primary document and the **Memorandum of Schedule No. 1** as a secondary document and return two (2) stamped originals **each** to my attention. A check covering the filing fee of fifty-two dollars (\$52.00) is enclosed.

Sincerely,

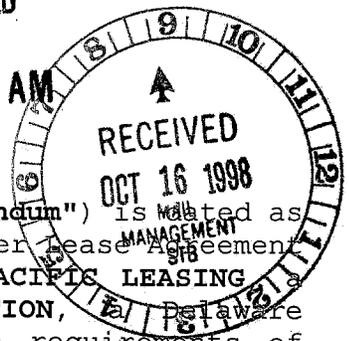
*Alison Drain*

Alison Drain  
Document Administrator

/ad  
Enclosures (6)

MEMORANDUM OF  
MASTER LEASE AGREEMENT

10-36 AM



THIS MEMORANDUM OF MASTER LEASE AGREEMENT ("Memorandum") of April 1, 1998 and is intended to evidence that certain Master Lease Agreement dated as of April 1, 1998 ("Master Lease") between HELM-PACIFIC LEASING Nebraska joint venture ("Lessor"), and UNIMIN CORPORATION, Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to lease the rail equipment, more fully described in any Schedule which the parties subsequently record with the STB under the Master Lease, upon the terms and conditions provided in the Master Lease and such Schedule.

The Master Lease, any Schedule thereunder and the rail equipment leased 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, 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-PACIFIC LEASING  
By: Helm Pacific Corporation,  
its Joint Venturer

UNIMIN CORPORATION

*CM* By:

By:

Print Name: David R. Eckles  
Title: President

Print Name: Louis R. Mastandrea  
Title: Vice President/Distribution  
6/16/98

By: Union Pacific Venture  
Leasing, Inc.,  
its Joint Venturer

By:

Print Name: Eric L. Butler  
Title: President

*CM*

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

On September 17, 1998, before me, Emma S. Ortega personally  
appeared David R. Eckles, President of HELM PACIFIC 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.



(Notarial Seal)

Witness my hand and official seal.

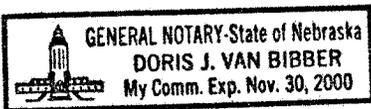
Emma Susan Ortega  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA )  
 ) S.S.  
COUNTY OF DOUGLAS )

On August 31, 1998, before me, Doris Van Bibber, personally  
appeared Eric L. Butler, President of UNION PACIFIC VENTURE LEASING, 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.



[Notarial Seal]

Witness my hand and official seal.

Doris J. Van Bibber  
SIGNATURE OF THE NOTARY

CM

STATE OF Connecticut )  
 ) S.S.  
COUNTY OF Fairfield )

On June 16, 1998, before me, Brenda L. Choyce,  
personally appeared Louis R. Mastandrea, Vice President of  
**UNIMIN CORPORATION,**

X 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.

  
\_\_\_\_\_  
SIGNATURE OF THE NOTARY

[Notarial Seal]

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

*CM*