

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

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:

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

A → 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
Document Administrator

/ad
Enclosures (6)

OCT 16 '98

10-36 AM

MEMORANDUM TO
MASTER LEASE AGREEMENT

THIS MEMORANDUM TO MASTER LEASE AGREEMENT made as of April 1, 1998 ("Memorandum") is intended to evidence Schedule No. 1 dated as of April 1, 1998 ("Schedule No. 1") to the Master Lease Agreement, dated as of April 1, 1998 ("Lease") between HELM-PACIFIC LEASING ("Lessor") and UNIMIN 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. 11303. Lessor has the right to lease the eleven (11) railcars more fully described in the Schedule A hereto ("Unit(s)"). Lessee leased from Lessor each Unit 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.

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

UNIMIN CORPORATION

By: Helm Pacific Corporation,
its Joint Venturer

By: [Signature]
Louis R. Mastandrea

Print Name: David R. Eckles

Print Name: Vice President/Distribution

Title: President

Title: 6/16/98

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

By: [Signature]

Print Name: Eric L. Butler

Title: President

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SCHEDULE A
TO THE MEMORANDUM TO MASTER LEASE

THE UNITS

Equipment Description: Eleven (11), 100-ton, 3,500-3,700 c.f.c., 3-pocket covered hopper railcars built by ACF in 1964-1965.

Unit Numbers: HPJX 3300-3310

AM

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

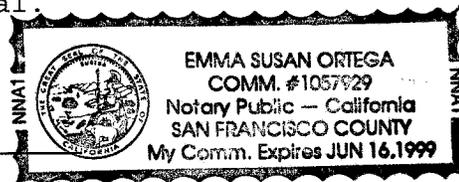
On September 17, 1998, before me, Emma S. Ortega personally appeared David R. Eckles, President of HELM PACIFIC CORPORATION,

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.

Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY



(Notarial Seal)

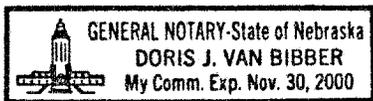
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On August 31, 1998, before me, Ronni J 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.

Witness my hand and official seal.



Ronni J Van Bibber
SIGNATURE OF THE NOTARY

[Notarial Seal]

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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.

Brenda L. Choyce

SIGNATURE OF THE NOTARY

[Notarial Seal]

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

CML