

HELM
FINANCIAL CORPORATION

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

RECORDATION NO. 19104-A FILED
MAY 18 '98 11-00 AM

VIA AIR COURIER

May 7, 1998

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

Dear Mr. Williams:

Enclosed are two (2) originals of the Amended Memorandum of Lease of Railroad Equipment dated as of January 28, 1998 which is intended to evidence Amendment No. 2 dated January 28, 1998 to the Lease of Railroad Equipment, dated as of October 20, 1993, as amended ("**Lease**") between the following parties:

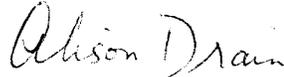
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Minerals Research & Recovery, Inc. 4620 South Coach Drive Tucson, AZ 85714

The equipment involved in this transaction is as follows:

Equipment: See attached Annex A.1.

Please file this amended memorandum as a supplementary document to Recordation No. 19104 filed on December 19, 1994 and return one (1) endorsed original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

stb\amend\mrr001.02

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

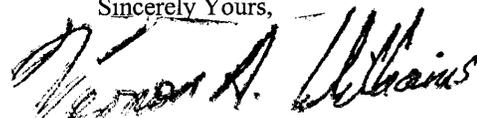
DATE:5/18/98

Alison Drain
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir/Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 5/18/98 at 11:00AM, and
assigned recordation number(s).21416, 21417, 21418, 21419, 21420, 13361-I, 15541-C,
18288-E, 18736-A, 18872-B, 19104-A, 19325-B, and
20822-B.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)
338.00

\$-----The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.



AMENDED MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 9104-A FILED

MAY 18 '98 11-00 AM

THIS AMENDED MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of January 28, 1998 is intended to evidence Amendment No. 2 dated January 28, 1998 to the Lease of Railroad Equipment, dated as of October 20, 1993, as amended (the "Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and MINERALS RESEARCH & RECOVERY, INC., a Texas 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 rail equipment, more fully described in Annex A.1. 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. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

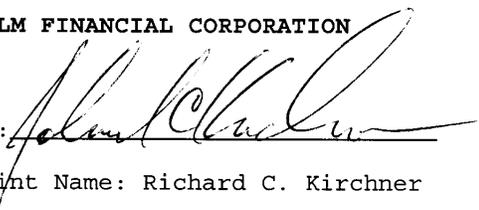
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

MINERALS RESEARCH & RECOVERY, INC.

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: MICHAEL D. VICK

Title: President

Title: PRESIDENT

ANNEX A.1.

To the Amended Memorandum of Lease of Railroad Equipment dated as of January 28, 1998 between Helm Financial Corporation and Minerals Research & Recovery, Inc.

1. Original Units:

Equipment Description: Nineteen (19), 100-ton, 3,300 cubic foot, two (2) compartment covered hopper railcars equipped with trough hatches and single 31" x 34" outlet gates.

Unit Numbers:

HLMX 12101
HLMX 12156
HLMX 12164
HLMX 12167
HLMX 12183
HLMX 12187
HLMX 12191
HLMX 12194
HLMX 12196

Unit Numbers:

HLMX 12144
HLMX 12108
HLMX 12112
HLMX 12118
HLMX 12120
HLMX 12134
HLMX 12135
HLMX 12139
HLMX 12140
HLMX 12143

2. Added Units:

Equipment Description: Forty-one (41), 100-ton, 4,000 cubic foot, three (3) compartment covered hopper railcars equipped with trough hatches and dual 13" x 24" outlet gates. Built by Pullman Standard or Magor in 1967.

Unit Numbers:

HLMX 4506
HLMX 4514
HLMX 4520
HLMX 4521
HLMX 4533
HLMX 4535
HLMX 4542
HLMX 4549
HLMX 4556
HLMX 4558
HLMX 4559
HLMX 4562
HLMX 4565
HLMX 4574
HLMX 4581
HLMX 4601
HLMX 4606
HLMX 4607
HLMX 4623
HLMX 4637

Unit Numbers:

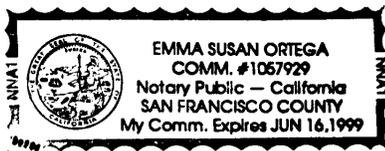
HLMX 4644
HLMX 4657
HLMX 4668
HLMX 4693
HLMX 4696
HLMX 4700
HLMX 4710
HLMX 4712
HLMX 4713
HLMX 4718
HLMX 4722
HLMX 4723
HLMX 4726
HLMX 4737
HLMX 4742
HLMX 4744
HLMX 4760
HLMX 4779
HLMX 4791
HLMX 4798
HLMX 4804

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

On February 26, 1998, before me, Emma S. Ortega,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

personally known to me -OR-

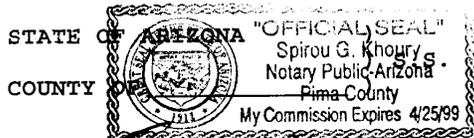
— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]



On FEB-12, 1998, before me, MICHAEL VICK,
personally appeared _____ of
MINERALS RESEARCH & RECOVERY, 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.

[Signature]
SIGNATURE OF THE NOTARY

[Notarial Seal]