

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3957

513-381-2838

CABLE: TAFTHOL TWX: 810-461-2623

FAX: 513-381-0205

WASHINGTON, D.C. OFFICE  
SUITE 500 — 625 INDIANA AVENUE, N. W.  
WASHINGTON, D.C. 20004-2901  
202-628-2838  
FAX: 202-347-3419

COLUMBUS, OHIO OFFICE  
21 EAST STATE STREET  
COLUMBUS, OHIO 43215-4221  
614-221-2838  
FAX: 614-221-2007

NORTHERN KENTUCKY OFFICE  
THOMAS MORE CENTRE  
2670 CHANCELLOR DRIVE  
CRESTVIEW HILLS, KENTUCKY 41017-3491  
606-331-2838  
513-381-2838  
FAX: 513-381-6613

January 19, 1994

**CERTIFIED MAIL/RETURN RECEIPT REQUESTED**

Interstate Commerce Commission  
12th Street & Constitution Ave., N.W.  
Washington, D.C. 20423  
Attn: Mildred Lee  
Room 2303

RECORDATION NO. 17733 FILED 1425 <sup>A</sup>

JAN 26 1994 -2 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated December 16, 1993. The primary document to which it relates is a Lease Agreement dated February 10, 1992 and filed under recordation number 17733. We request that the enclosed document be cross indexed.

The names and addresses of the parties to the document are as follows:

LESSOR: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

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

The equipment covered by the enclosed document is twenty four (24) 100 ton, 2929 cubic foot capacity, covered hopper railroad cars, currently bearing the reporting marks set forth in Exhibit A attached hereto.

Ms. Mildred Lee  
January 19, 1994  
Page 2

A fee of \$18.00 is enclosed. Please return the original executed copy of the enclosed document to:

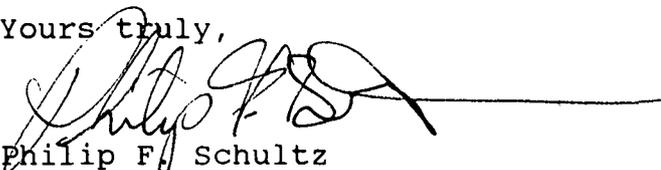
Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

An Amendment to Railroad Equipment Lease between Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, as Lessee, and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessor, dated December 16, 1993 and covering twenty four (24), 100 ton, 2929 cubic foot capacity, covered hopper railroad cars.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz  
Attorney for  
The David J. Joseph Company

PFS/taj  
Enclosure

iccfla8.djj

**EXHIBIT A**

**DESCRIPTION OF UNITS**

Twenty-four (24), 100 ton, 2929 cubic foot capacity, covered hopper railcars built in 1965 by Pullman Standard and bearing reporting marks as follows:

WWUX 5001  
WWUX 5002  
WWUX 5003  
WWUX 5004  
WWUX 5005  
WWUX 5006  
WWUX 5007  
WWUX 5008  
WWUX 5009  
WWUX 5010  
WWUX 5011  
WWUX 5012  
WWUX 5013  
WWUX 5014  
WWUX 5015  
WWUX 5016  
WWUX 5017  
WWUX 5018  
WWUX 5019  
WWUX 5021  
WWUX 5022  
WWUX 5023  
WWUX 5024

AMENDMENT TO  
RAILROAD EQUIPMENT LEASE

JAN 26 1994 -2 40 PM

INTERSTATE COMMERCE COMMISSION

This Amendment to that certain Railroad Equipment Lease dated February 10, 1992 (the "Amendment"), is entered into this 10th day of December, 1993, by and between The David J. Joseph Company, a Delaware corporation (hereinafter referred to as "Lessor") and the Unimin Corporation, a Connecticut corporation (hereinafter referred to as "Lessee"), covering the twenty-four (24) railcars identified on Exhibit A attached (the "Cars").

WHEREAS, the parties desire to amend the Lease to extend the Lease expiration date to [REDACTED] for all twenty-four (24) Cars, which are the subject of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by extending the Lease expiration date to [REDACTED], for all Cars which are subject to this Lease. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged  
in the presence of:

Steven E. Ward

Linda M. Baughman

Signed and acknowledged  
in the presence of:

Sharon Brockwell

Sucie Henderson

LESSOR

THE DAVID J. JOSEPH COMPANY

BY: [Signature]

NAME: Douglas F. McMillan

TITLE: Vice President

LESSEE

UNIMIN CORPORATION

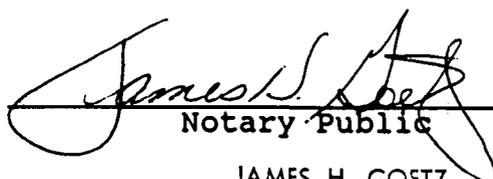
BY: [Signature]

NAME: Louis R. Mastandrea

TITLE: Vice President/Distribution

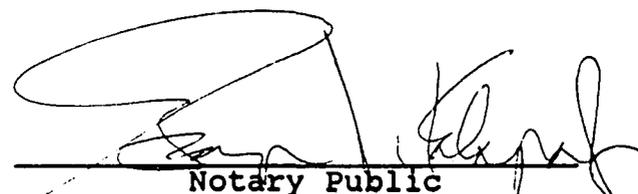
STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON            )            SS:

The foregoing instrument was acknowledged before me this 10th day of December, 1993, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the Corporation.

  
\_\_\_\_\_  
Notary Public  
JAMES H. GOETZ  
Notary Public, State of Ohio  
My Commission Expires July 10, 1995

STATE OF CONNECTICUT            )  
  )  
COUNTY OF FAIRFIELD            )            SS: NEW CANAAN

The foregoing instrument was acknowledged before me this 16th day of December, 1993, by Louis Mastandrea, the Vice President/Distribution of Unimin Corporation, a Connecticut corporation, on behalf of the Corporation.

  
\_\_\_\_\_  
Notary Public  
George J. Kalapos, Jr.  
My Commission Expires 3/31/94

**EXHIBIT A**

**DESCRIPTION OF UNITS**

Twenty-four (24), 100 ton, 2929 cubic foot capacity, covered hopper railcars built in 1965 by Pullman Standard and bearing reporting marks as follows:

WWUX 5001  
WWUX 5002  
WWUX 5003  
WWUX 5004  
WWUX 5005  
WWUX 5006  
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WWUX 5009  
WWUX 5010  
WWUX 5011  
WWUX 5012  
WWUX 5013  
WWUX 5014  
WWUX 5015  
WWUX 5016  
WWUX 5017  
WWUX 5018  
WWUX 5019  
WWUX 5021  
WWUX 5022  
WWUX 5023  
WWUX 5024

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Notary Public

**STEPHEN M. GRIFFITH, JR., Attorney at Law**  
NOTARY PUBLIC STATE OF OHIO  
My Commission expires on expiration  
Date: Section 147.02