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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 8, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Equipment Lease and Schedule No. 005, dated as of April 8, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document is:

Lessor: Citizens Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

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

A description of the equipment covered by the enclosed document is:

40 covered hopper railcars: WWUX 18661 – WWUX 18700, inclusive.

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

Memorandum of Railroad Equipment Lease and Schedule No. 005.

Section Chief
April 8, 2016
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AND SCHEDULE NO. 005**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 005 (this "**Memorandum of Lease**") is made and entered into as of April 8, 2016, between Citizens Asset Finance, Inc. f/k/a RBS Asset Finance, Inc., a New York corporation ("**Lessor**"), and Unimin Corporation, a Delaware corporation ("**Lessee**"), with reference to the following:

1. Pursuant to a Rail Equipment Net Leasing Agreement, dated as of April 18, 2012 (the "**Railroad Equipment Lease**") between Lessor and Lessee, and Schedule No. 005 thereto, dated as of April 8, 2016 (the "**Schedule**"; the Railroad Equipment Lease and the Schedule, together, the "**Lease**") between Lessee and Lessor, Lessor agreed to lease to Lessee, and Lessee agreed to lease from Lessor, the railcars identified on Schedule I hereto (each, a "**Car**" and, collectively, the "**Cars**").

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

3. This Memorandum of Lease is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Lease, the Schedule and the Cars.

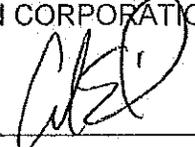
4. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Lease as of the date first written above.

CITIZENS ASSET FINANCE, INC.
F/K/A RBS ASSET FINANCE, INC.

By: 
Name: **Sylvia Castro**
Title: **Assistant Vice President**

UNIMIN CORPORATION

By: 
Name: Andrew Eich
Title: VP Finance & Development

[EXECUTION PAGE OF MEMORANDUM OF LEASE FOR SCHEDULE NO. 005]

STATE OF IL)
)) SS.
COUNTY OF COOK)

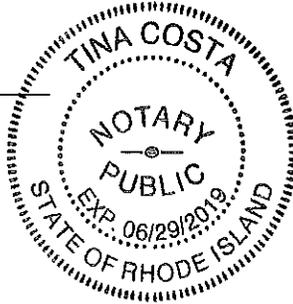
On this 8 day of April, 2016, before me appeared Sylvia Castro, to me personally known, who being by me duly sworn did say that she is a Assistant Vice President of Citizens Asset Finance, Inc. f/k/a RBS Asset Finance, Inc., a New York corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Tina Costa
Notary Public

My Commission Expires:

6/29/19



STATE OF CONNECTICUT)
) SS.
COUNTY OF FAIRFIELD)

On this 8th day of April, 2016, before me appeared Andrew Eich, to me personally known, who being by me duly sworn did say that he is the VP Finance & Development of Unimin Corporation, a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.



Notary Public

My Commission Expires:

~~JULISSA CONCEPCION~~
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2021

SCHEDULE I
To
Memorandum of Lease

List of Cars

Forty (40) 2016 Trinity covered hopper cars with a 3,281 cubic foot capacity, at a cost of \$76,960.20 per unit and the following reporting marks:

WWUX18661	WWUX18671	WWUX18681	WWUX18691
WWUX18662	WWUX18672	WWUX18682	WWUX18692
WWUX18663	WWUX18673	WWUX18683	WWUX18693
WWUX18664	WWUX18674	WWUX18684	WWUX18694
WWUX18665	WWUX18675	WWUX18685	WWUX18695
WWUX18666	WWUX18676	WWUX18686	WWUX18696
WWUX18667	WWUX18677	WWUX18687	WWUX18697
WWUX18668	WWUX18678	WWUX18688	WWUX18698
WWUX18669	WWUX18679	WWUX18689	WWUX18699
WWUX18670	WWUX18680	WWUX18690	WWUX18700

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 8, 2016

Edward M Luria

Edward M. Luria