

RECORDATION NO 30961 FILED
October 29, 2013 02:25 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

October 29, 2013

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. 1, dated as of October 29, 2013, 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 documents are:

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

Lessee: Unimin Corporation
258 Elm St.
New Canaan, CT 06840

Section Chief
October 29, 2013
Page 2

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

132 railcars within the series WWUX 2000 – WWUX 2147 as set forth in the attachment to the document.

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

Memorandum of Railroad Equipment Lease and Schedule No. 1.

Also enclosed is a check in the amount of \$44.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AND SCHEDULE NO. 001**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 001 (this "Memorandum of Lease") is made and entered into as of October 29, 2013, between 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. 001 thereto, dated as of October 29, 2013 (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 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.

RBS ASSET FINANCE, INC.

UNIMIN CORPORATION

By: *S. Perakis*
Name: Soula Perakis
Title: Vice President

By: *ASD*
Name: Andrew Erly
Title: VP Finance & Development

[EXECUTION PAGE OF MEMORANDUM OF LEASE FOR SCHEDULE NO. 001]

STATE OF IL)
) SS.
COUNTY OF COOK)

On this 29th day of October, 2013, before me appeared Soula Perakis, to me personally known, who being by me duly sworn did say that she is a Vice President of 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.

Misty Wette
Notary Public

My Commission Expires:

1/11/17

STATE OF CONNECTICUT)

) SS. New Canaan

COUNTY OF FAIRFIELD)

On this 27th day of October, 2013, before me appeared Andrew Eich, to me personally known, who being by me duly sworn did say that he/she 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.

Julissa Concepcion
Notary Public

My Commission Expires:

JULISSA CONCEPCION
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 4/30/2016

SCHEDULE I
To
Memorandum of Lease

List of Cars

One Hundred Thirty Two (132) 2013 Trinity covered hopper cars with a 3,281 cubic foot capacity, at a cost of \$70,500.00 per unit and the following reporting marks:

WWUX2000	WWUX2034	WWUX2075	WWUX2112
WWUX2001	WWUX2037	WWUX2076	WWUX2113
WWUX2002	WWUX2044	WWUX2077	WWUX2114
WWUX2003	WWUX2045	WWUX2078	WWUX2115
WWUX2004	WWUX2046	WWUX2080	WWUX2116
WWUX2005	WWUX2047	WWUX2081	WWUX2117
WWUX2006	WWUX2048	WWUX2082	WWUX2118
WWUX2007	WWUX2049	WWUX2083	WWUX2119
WWUX2008	WWUX2050	WWUX2084	WWUX2120
WWUX2009	WWUX2051	WWUX2085	WWUX2121
WWUX2010	WWUX2052	WWUX2086	WWUX2122
WWUX2011	WWUX2053	WWUX2087	WWUX2123
WWUX2012	WWUX2054	WWUX2088	WWUX2124
WWUX2013	WWUX2055	WWUX2089	WWUX2125
WWUX2014	WWUX2056	WWUX2090	WWUX2126
WWUX2015	WWUX2057	WWUX2091	WWUX2127
WWUX2016	WWUX2058	WWUX2092	WWUX2129
WWUX2017	WWUX2059	WWUX2093	WWUX2130
WWUX2019	WWUX2060	WWUX2094	WWUX2131
WWUX2020	WWUX2061	WWUX2095	WWUX2132
WWUX2021	WWUX2062	WWUX2096	WWUX2133
WWUX2022	WWUX2063	WWUX2098	WWUX2134
WWUX2023	WWUX2064	WWUX2099	WWUX2135
WWUX2024	WWUX2065	WWUX2100	WWUX2136
WWUX2025	WWUX2066	WWUX2101	WWUX2138
WWUX2026	WWUX2067	WWUX2102	WWUX2139
WWUX2027	WWUX2068	WWUX2103	WWUX2141
WWUX2028	WWUX2069	WWUX2104	WWUX2142
WWUX2029	WWUX2070	WWUX2105	WWUX2143
WWUX2030	WWUX2071	WWUX2106	WWUX2144
WWUX2031	WWUX2072	WWUX2107	WWUX2145
WWUX2032	WWUX2073	WWUX2108	WWUX2146
WWUX2033	WWUX2074	WWUX2110	WWUX2147

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: 10/29/13

Edward M Luria
Edward M. Luria