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

November 22, 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. 2, dated as of November 22, 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
November 22, 2013
Page 2

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

128 railcars within the series WWUX 2018 – WWUX 2293 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. 2.

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 long horizontal flourish extending to the right.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AND SCHEDULE NO. 002**

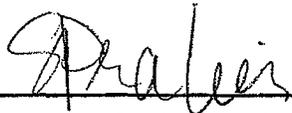
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 002 (this "Memorandum of Lease") is made and entered into as of November 22, 2013, between RBS Asset Finance, Inc., a New York corporation ("Lessor"), and Unimin Corporation, a Delaware corporation ("Lessee"), with reference to the following:

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. 002 thereto, dated as of November 22, 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: 
Name: Soula Perakis
Title: Vice President

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

[EXECUTION PAGE OF MEMORANDUM OF LEASE FOR SCHEDULE NO. 002]

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

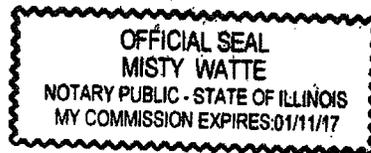
On this 22nd day of November, 2013, before me appeared Soula Perakis, to me personally known, who being by me duly sworn did say that she is a Vice President of RBS Asset Finance, Inc., a New York corporation, and that said instrument was signed on behalf of said corporation by authority of its Board 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 Watte
Notary Public

My Commission Expires:

1/11/17



STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD)

SS. *New Canaan*

On this 22nd day of November, 2013, 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.

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 Twenty Eight (128) 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:

WWUX2018	WWUX2164	WWUX2196	WWUX2228
WWUX2035	WWUX2165	WWUX2197	WWUX2229
WWUX2036	WWUX2166	WWUX2198	WWUX2230
WWUX2038	WWUX2167	WWUX2199	WWUX2231
WWUX2039	WWUX2168	WWUX2200	WWUX2232
WWUX2040	WWUX2169	WWUX2201	WWUX2233
WWUX2041	WWUX2170	WWUX2202	WWUX2234
WWUX2042	WWUX2171	WWUX2203	WWUX2235
WWUX2043	WWUX2172	WWUX2204	WWUX2236
WWUX2079	WWUX2173	WWUX2205	WWUX2237
WWUX2097	WWUX2174	WWUX2206	WWUX2238
WWUX2109	WWUX2175	WWUX2207	WWUX2239
WWUX2111	WWUX2176	WWUX2208	WWUX2240
WWUX2128	WWUX2177	WWUX2209	WWUX2242
WWUX2137	WWUX2178	WWUX2210	WWUX2243
WWUX2140	WWUX2179	WWUX2211	WWUX2244
WWUX2148	WWUX2180	WWUX2212	WWUX2245
WWUX2149	WWUX2181	WWUX2213	WWUX2246
WWUX2150	WWUX2182	WWUX2214	WWUX2247
WWUX2151	WWUX2183	WWUX2215	WWUX2248
WWUX2152	WWUX2184	WWUX2216	WWUX2251
WWUX2153	WWUX2185	WWUX2217	WWUX2252
WWUX2154	WWUX2186	WWUX2218	WWUX2253
WWUX2155	WWUX2187	WWUX2219	WWUX2254
WWUX2156	WWUX2188	WWUX2220	WWUX2255
WWUX2157	WWUX2189	WWUX2221	WWUX2256
WWUX2158	WWUX2190	WWUX2222	WWUX2257
WWUX2159	WWUX2191	WWUX2223	WWUX2258
WWUX2160	WWUX2192	WWUX2224	WWUX2259
WWUX2161	WWUX2193	WWUX2225	WWUX2260
WWUX2162	WWUX2194	WWUX2226	WWUX2264
WWUX2163	WWUX2195	WWUX2227	WWUX2293

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: November 22, 2013

Edward M Luria

Edward M. Luria