

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

December 23, 2015

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2205

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 23, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
One Financial Center
Providence, RI 02903

Lessee:

Unimin Corporation
258 Elm Street
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 44 covered hopper cars numbered WWUX 18218, 18220-18225, inclusive, 18237, 18268-18276, inclusive, and 18279-18305, inclusive.

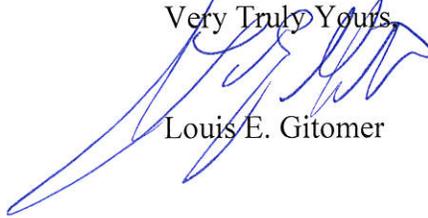
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

Ms. Cynthia T. Brown
December 23, 2015
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, One Financial Center, Providence, RI 02903, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 44 covered hopper cars numbered WWUX 18218, 18220-18225, inclusive, 18237, 18268-18276, inclusive, and 18279-18305, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 23, 2015

between

UNIMIN CORPORATION,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC.

as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2015 at _____:_____m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 23, 2015, by and between UNIMIN CORPORATION, ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such Railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 22423-90000 dated as of April 28, 2011, and Schedule No. 019 thereto incorporating the terms thereof, dated as of December 23, 2015 (together with all riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

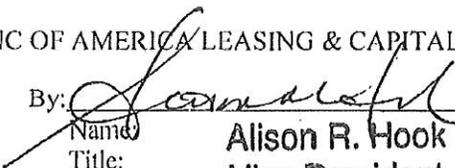
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

Name:

Alison R. Hook

Title:

Vice President

UNIMIN CORPORATION

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

UNIMIN CORPORATION

By:  _____
Name: Andrew Eich
Title: VP Finance + Development

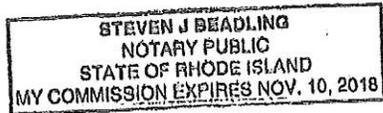
STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

I HEREBY CERTIFY, that on this 22nd day of December 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison Hook, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Steven J Beadling
Notary Public

My commission expires: Nov. 10, 2018.



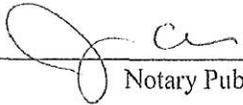
STATE OF Connecticut)

) ss.

COUNTY OF Fairfield)

I HEREBY CERTIFY, that on this 22nd day of December, 2015, before me, the undersigned, a Notary Public of the State of Connecticut, personally appeared Andrew Eich, who acknowledged himself to be the VP Finance + Development of UNIMIN CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized VP Finance + Development of said company by signing the name of the company by himself as the VP Finance + Development.

AS WITNESS my hand and notarial seal.



Notary Public

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

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Unit Type</u>
WWUX-018218	3258 CF Covered Hopper Cars
WWUX-018220 through WWUX-018225, inclusive	3258 CF Covered Hopper Cars
WWUX-018237	3258 CF Covered Hopper Cars
WWUX-018268 through WWUX-018276, inclusive	3258 CF Covered Hopper Cars
WWUX-018279 through WWUX-018305, inclusive	3258 CF Covered Hopper Cars