

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)

December 23, 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. 3, dated as of December 23, 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
December 23, 2013
Page 2

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

240 railcars within the series WWUX 2241 – WWUX 2499 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. 3.

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. 003**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 003 (this "**Memorandum of Lease**") is made and entered into as of December 23, 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. 003 thereto, dated as of December 23, 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.

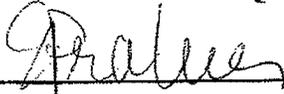
3. This Memorandum of Lease is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Lease, the Schedule and the Cars.

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.

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. 003]

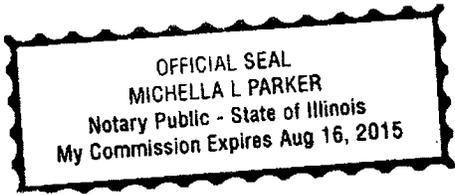
STATE OF IL)
) SS.
COUNTY OF COOK)

On this 23rd day of December, 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.

Michella L. Parker
Notary Public

My Commission Expires:
August 16, 2015



STATE OF CONNECTICUT)

COUNTY OF FAIRFIELD)

ss. *New Canaan*

On this 19 day of December, 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.

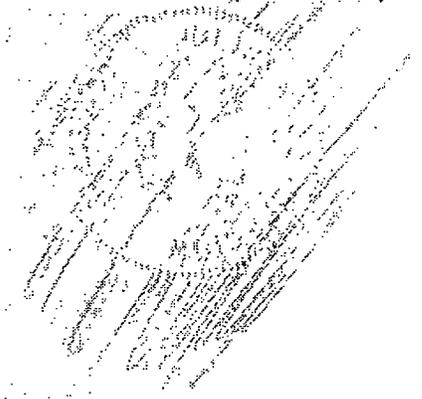
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

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

Two Hundred Forty (240) 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:

| | | | |
|----------|----------|----------|----------|
| WWUX2241 | WWUX2320 | WWUX2380 | WWUX2440 |
| WWUX2249 | WWUX2321 | WWUX2381 | WWUX2441 |
| WWUX2250 | WWUX2322 | WWUX2382 | WWUX2442 |
| WWUX2261 | WWUX2323 | WWUX2383 | WWUX2443 |
| WWUX2262 | WWUX2324 | WWUX2384 | WWUX2444 |
| WWUX2263 | WWUX2325 | WWUX2385 | WWUX2445 |
| WWUX2265 | WWUX2326 | WWUX2386 | WWUX2446 |
| WWUX2266 | WWUX2327 | WWUX2387 | WWUX2447 |
| WWUX2267 | WWUX2328 | WWUX2388 | WWUX2448 |
| WWUX2268 | WWUX2329 | WWUX2389 | WWUX2449 |
| WWUX2269 | WWUX2330 | WWUX2390 | WWUX2450 |
| WWUX2270 | WWUX2331 | WWUX2391 | WWUX2451 |
| WWUX2271 | WWUX2332 | WWUX2392 | WWUX2452 |
| WWUX2272 | WWUX2333 | WWUX2393 | WWUX2453 |
| WWUX2273 | WWUX2334 | WWUX2394 | WWUX2454 |
| WWUX2274 | WWUX2335 | WWUX2395 | WWUX2455 |
| WWUX2275 | WWUX2336 | WWUX2396 | WWUX2456 |
| WWUX2276 | WWUX2337 | WWUX2397 | WWUX2457 |
| WWUX2277 | WWUX2338 | WWUX2398 | WWUX2458 |
| WWUX2278 | WWUX2339 | WWUX2399 | WWUX2459 |
| WWUX2279 | WWUX2340 | WWUX2400 | WWUX2460 |
| WWUX2280 | WWUX2341 | WWUX2401 | WWUX2461 |
| WWUX2281 | WWUX2342 | WWUX2402 | WWUX2462 |
| WWUX2282 | WWUX2343 | WWUX2403 | WWUX2463 |
| WWUX2283 | WWUX2344 | WWUX2404 | WWUX2464 |
| WWUX2284 | WWUX2345 | WWUX2405 | WWUX2465 |
| WWUX2285 | WWUX2346 | WWUX2406 | WWUX2466 |
| WWUX2286 | WWUX2347 | WWUX2407 | WWUX2467 |
| WWUX2287 | WWUX2348 | WWUX2408 | WWUX2468 |
| WWUX2288 | WWUX2349 | WWUX2409 | WWUX2469 |
| WWUX2289 | WWUX2350 | WWUX2410 | WWUX2470 |
| WWUX2290 | WWUX2351 | WWUX2411 | WWUX2471 |
| WWUX2291 | WWUX2352 | WWUX2412 | WWUX2472 |
| WWUX2292 | WWUX2353 | WWUX2413 | WWUX2473 |

| | | | |
|----------|----------|----------|----------|
| WWUX2294 | WWUX2354 | WWUX2414 | WWUX2474 |
| WWUX2295 | WWUX2355 | WWUX2415 | WWUX2475 |
| WWUX2296 | WWUX2356 | WWUX2416 | WWUX2476 |
| WWUX2297 | WWUX2357 | WWUX2417 | WWUX2477 |
| WWUX2298 | WWUX2358 | WWUX2418 | WWUX2478 |
| WWUX2299 | WWUX2359 | WWUX2419 | WWUX2479 |
| WWUX2300 | WWUX2360 | WWUX2420 | WWUX2480 |
| WWUX2301 | WWUX2361 | WWUX2421 | WWUX2481 |
| WWUX2302 | WWUX2362 | WWUX2422 | WWUX2482 |
| WWUX2303 | WWUX2363 | WWUX2423 | WWUX2483 |
| WWUX2304 | WWUX2364 | WWUX2424 | WWUX2484 |
| WWUX2305 | WWUX2365 | WWUX2425 | WWUX2485 |
| WWUX2306 | WWUX2366 | WWUX2426 | WWUX2486 |
| WWUX2307 | WWUX2367 | WWUX2427 | WWUX2487 |
| WWUX2308 | WWUX2368 | WWUX2428 | WWUX2488 |
| WWUX2309 | WWUX2369 | WWUX2429 | WWUX2489 |
| WWUX2310 | WWUX2370 | WWUX2430 | WWUX2490 |
| WWUX2311 | WWUX2371 | WWUX2431 | WWUX2491 |
| WWUX2312 | WWUX2372 | WWUX2432 | WWUX2492 |
| WWUX2313 | WWUX2373 | WWUX2433 | WWUX2493 |
| WWUX2314 | WWUX2374 | WWUX2434 | WWUX2494 |
| WWUX2315 | WWUX2375 | WWUX2435 | WWUX2495 |
| WWUX2316 | WWUX2376 | WWUX2436 | WWUX2496 |
| WWUX2317 | WWUX2377 | WWUX2437 | WWUX2497 |
| WWUX2318 | WWUX2378 | WWUX2438 | WWUX2498 |
| WWUX2319 | WWUX2379 | WWUX2439 | WWUX2499 |

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: 12/23/13

Edward M Luria

Edward M. Luria