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December 22, 2015

MELANIE B. YASBIN  
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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 22, 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:

Midwest Railcar Corporation  
300 Redland Ct # 213  
Owings Mills, MD 21117

Lessee:

Unimin Corporation  
258 Elm Street  
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 215 covered hopper cars numbered WWUX 16301-16478, inclusive, 16480-16501, inclusive, and 16504-16518, inclusive.

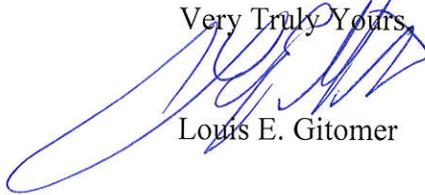
A fee of \$43.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown  
December 22, 2015  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Midwest Railcar Corporation, 300 Redland Ct # 213, Owings Mills, MD 21117, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 215 covered hopper cars numbered WWUX 16301-16478, inclusive, 16480-16501, inclusive, and 16504-16518, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of December 22, 2015

between

UNIMIN CORPORATION,  
as Lessee

and

MIDWEST RAILCAR CORPORATION.

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 22, 2015, by and between UNIMIN CORPORATION, ("Lessee") and MIDWEST RAILCAR CORPORATION ("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 subject to that certain Rail Equipment Net Leasing Agreement No. 22423-90000 dated as of April 28, 2011 (the "Master Agreement"), between Banc of America Leasing & Capital, LLC ("BALC") and Lessee. BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Railcars) including, without limitation, the right for Lessor to directly enter into a Schedule with Lessee (which such Schedule will incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee. Such Schedule between Lessor and Lessee and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease".

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.

MIDWESTRAILCAR CORPORATION

By: 

Name: *Richard M. Folio*

Title: *Executive 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.

MIDWEST RAILCAR CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

UNIMIN CORPORATION

By: \_\_\_\_\_  
Name: Andrew Eck  
Title: VP Finance + Development

STATE OF MD )  
COUNTY OF Howard ) ss.

I HEREBY CERTIFY, that on this 21<sup>st</sup> day of Dec, 2015, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folia, who acknowledged himself to be the Executive Vice President of MIDWEST RAILCAR 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 Executive Vice President of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My commission expires: 2/8/2019

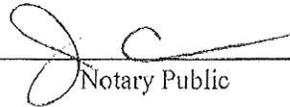
STATE OF Connecticut )

) ss.

COUNTY OF Fairfield )

I HEREBY CERTIFY, that on this 20<sup>th</sup> 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

Asset Mark

Unit Type

WWUX-016301 through WWUX-016478, inclusive  
WWUX-016480 through WWUX-016501, inclusive  
WWUX-016504 through WWUX-016518, inclusive

3258 CF Covered Hopper Cars  
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