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September 30, 2015

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 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 September 30, 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:

The Huntington National Bank
105 East Fourth Street
Cincinnati, OH 45202

Lessee:

Unimin Corporation
258 Elm Street
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 205 rail cars numbered WWUX 018001-018205, inclusive.

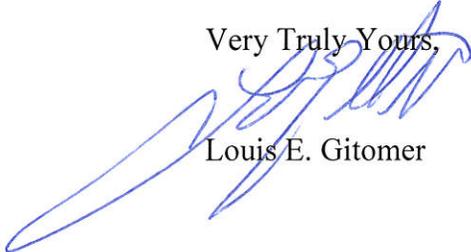
A fee of \$43.00 is enclosed. Please return one copy by email to:

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Towson, MD 21204
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Ms. Cynthia T. Brown
September 30, 2015
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between The Huntington National Bank, 105 East Fourth Street, Cincinnati, OH 45202, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 205 rail cars numbered WWUX 018001-018205, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of September 30, 2015

between

UNIMIN CORPORATION,
as Lessee

and

THE HUNTINGTON NATIONAL BANK.

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 September 20th, 2015, by and between UNIMIN CORPORATION, (“Lessee”) and THE HUNTINGTON NATIONAL BANK (“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.

THE HUNTINGTON NATIONAL BANK

By: Stephanie McDole
Name: Stephanie McDole
Title: Staff Officer

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.

THE HUNTINGTON NATIONAL BANK

By: _____
Name:
Title:

UNIMIN CORPORATION

By:  _____
Name: Andrew Eich
Title: VP Finance

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 28 day of September, 2015, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie McAlle, who acknowledged himself to be the Staff Officer of THE HUNTINGTON NATIONAL BANK, 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 Staff Officer of said company by signing the name of the company by himself as the Staff Officer.

AS WITNESS my hand and notarial seal.

Alexandra Dressman

Notary Public

My commission expires: never.



ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date. Section 147.03 O.R.C.

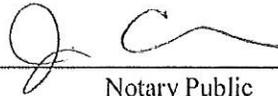
STATE OF Connecticut)

) ss.

COUNTY OF Fairfield)

I HEREBY CERTIFY, that on this 30th day of September, 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 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 of said company by signing the name of the company by himself as the VP Finance.

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-018001 through WWUX-018205, inclusive

3281 CF Covered Hopper Cars