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February 19, 2016

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. 004, dated as of February 18, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Lessor: Citizens Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Lessee: Unimin Corporation
258 Elm Street
New Canaan, CT 06840

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

100 covered hopper railcars: WWUX 18351 – WWUX 18450, inclusive.

A short summary of the document to appear in the index is:

Memorandum of Railroad Equipment Lease and Schedule No. 004.

Section Chief
February 19, 2016
Page 2

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AND SCHEDULE NO. 004**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AND SCHEDULE NO. 004 (this "**Memorandum of Lease**") is made and entered into as of February 18, 2016, between Citizens Asset Finance, Inc. f/k/a 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. 004 thereto, dated as of February 18, 2016 (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**").

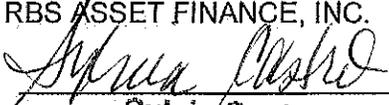
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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.

CITIZENS ASSET FINANCE, INC.
F/K/A RBS ASSET FINANCE, INC.

By: 
Name: Sylvia Castro
Title: Assistant Vice President

UNIMIN CORPORATION

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

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

On this 18 day of February, 2016, before me appeared Sylvia Castro, to me personally known, who being by me duly sworn did say that she is a Assistant Vice President of Citizens Asset Finance, Inc. f/k/a 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.

Tina Costa
Notary Public

My Commission Expires:

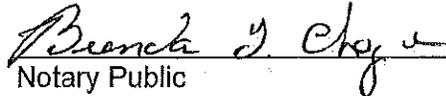
6/29/19



STATE OF CONNECTICUT)
) ss. New Canaan
COUNTY OF FAIRFIELD)

On this 18 day of February, 2016, 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.


Notary Public

My Commission Expires:

BRENDA L. CHOYCE
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2016

SCHEDULE I
To
Memorandum of Lease

List of Cars

One Hundred (100) 2015 Trinity covered hopper cars with a 3,281 cubic foot capacity bearing the following reporting marks:

WWUX18351	WWUX18376	WWUX18401	WWUX18426
WWUX18352	WWUX18377	WWUX18402	WWUX18427
WWUX18353	WWUX18378	WWUX18403	WWUX18428
WWUX18354	WWUX18379	WWUX18404	WWUX18429
WWUX18355	WWUX18380	WWUX18405	WWUX18430
WWUX18356	WWUX18381	WWUX18406	WWUX18431
WWUX18357	WWUX18382	WWUX18407	WWUX18432
WWUX18358	WWUX18383	WWUX18408	WWUX18433
WWUX18359	WWUX18384	WWUX18409	WWUX18434
WWUX18360	WWUX18385	WWUX18410	WWUX18435
WWUX18361	WWUX18386	WWUX18411	WWUX18436
WWUX18362	WWUX18387	WWUX18412	WWUX18437
WWUX18363	WWUX18388	WWUX18413	WWUX18438
WWUX18364	WWUX18389	WWUX18414	WWUX18439
WWUX18365	WWUX18390	WWUX18415	WWUX18440
WWUX18366	WWUX18391	WWUX18416	WWUX18441
WWUX18367	WWUX18392	WWUX18417	WWUX18442
WWUX18368	WWUX18393	WWUX18418	WWUX18443
WWUX18369	WWUX18394	WWUX18419	WWUX18444
WWUX18370	WWUX18395	WWUX18420	WWUX18445
WWUX18371	WWUX18396	WWUX18421	WWUX18446
WWUX18372	WWUX18397	WWUX18422	WWUX18447
WWUX18373	WWUX18398	WWUX18423	WWUX18448
WWUX18374	WWUX18399	WWUX18424	WWUX18449
WWUX18375	WWUX18400	WWUX18425	WWUX18450

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: February 19, 2016



Claire E. Murphy