



CORPORATION SERVICE COMPANY

RECORDATION NO. 26111-A FILED

MAY 22 '06

2-37 PM



SURFACE TRANSPORTATION BOARD

May 19, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 114244/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of MAY 12, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **UNIMIN CORPORATION**
258 Elm Street New Canaan, CT 06840

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNIMIN CORPORATION** covering 100 hopper cars with reporting marks and numbers – WWUX 6601 - WWUX 6700 – INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #26111 dated 01/10/06 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12th day of May, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and UNIMIN CORPORATION, a Delaware corporation, with an address at 258 Elm Street, New Canaan, CT 06840 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

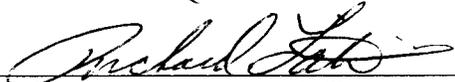
WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of March 9, 2005 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 10, 2006 as Recordation Number 26111.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

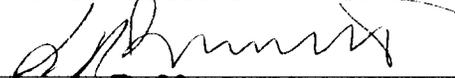
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard L. Latham
Title: Senior Vice President

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L I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee ~~by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.~~

UNIMIN CORPORATION

By: 
Name: Louis R. Mastandrea
Title: Vice President/Distribution

Schedule A

Number of Cars

Equipment Description

100 3,256 C.F. covered hopper car with gravity gates and round hatches

1	WWUX	6601	53	WWUX	6653
2	WWUX	6602	54	WWUX	6654
3	WWUX	6603	55	WWUX	6655
4	WWUX	6604	56	WWUX	6656
5	WWUX	6605	57	WWUX	6657
6	WWUX	6606	58	WWUX	6658
7	WWUX	6607	59	WWUX	6659
8	WWUX	6608	60	WWUX	6660
9	WWUX	6609	61	WWUX	6661
10	WWUX	6610	62	WWUX	6662
11	WWUX	6611	63	WWUX	6663
12	WWUX	6612	64	WWUX	6664
13	WWUX	6613	65	WWUX	6665
14	WWUX	6614	66	WWUX	6666
15	WWUX	6615	67	WWUX	6667
16	WWUX	6616	68	WWUX	6668
17	WWUX	6617	69	WWUX	6669
18	WWUX	6618	70	WWUX	6670
19	WWUX	6619	71	WWUX	6671
20	WWUX	6620	72	WWUX	6672
21	WWUX	6621	73	WWUX	6673
22	WWUX	6622	74	WWUX	6674
23	WWUX	6623	75	WWUX	6675
24	WWUX	6624	76	WWUX	6676
25	WWUX	6625	77	WWUX	6677
26	WWUX	6626	78	WWUX	6678
27	WWUX	6627	79	WWUX	6679
28	WWUX	6628	80	WWUX	6680
29	WWUX	6629	81	WWUX	6681
30	WWUX	6630	82	WWUX	6682
31	WWUX	6631	83	WWUX	6683
32	WWUX	6632	84	WWUX	6684
33	WWUX	6633	85	WWUX	6685
34	WWUX	6634	86	WWUX	6686
35	WWUX	6635	87	WWUX	6687
36	WWUX	6636	88	WWUX	6688
37	WWUX	6637	89	WWUX	6689
38	WWUX	6638	90	WWUX	6690
39	WWUX	6639	91	WWUX	6691
40	WWUX	6640	92	WWUX	6692
41	WWUX	6641	93	WWUX	6693
42	WWUX	6642	94	WWUX	6694
43	WWUX	6643	95	WWUX	6695
44	WWUX	6644	96	WWUX	6696
45	WWUX	6645	97	WWUX	6697
46	WWUX	6646	98	WWUX	6698
47	WWUX	6647	99	WWUX	6699
48	WWUX	6648	100	WWUX	6700
49	WWUX	6649			
50	WWUX	6650			
51	WWUX	6651			
52	WWUX	6652			