

JAN 06 '10

12-00 PM

SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL
URBAN A. LESTER

January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-5924 Rider 18

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 Lease, dated as of December 21, 2009, 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 are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

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

Section Chief
January 6, 2010
Page 2

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

85 railcars: SHPX 432166 - SHPX 432250.

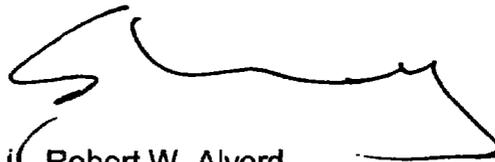
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem
Enclosures

JAN 06 '10

12-00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Unimin Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

Schedule A

Equipment

Unimin Corporation

Contract C-5924 rider 18 *dated 2/15/07*

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Hopper | SHPX | 432166 |
| | Hopper | SHPX | 432167 |
| | Hopper | SHPX | 432168 |
| | Hopper | SHPX | 432169 |
| | Hopper | SHPX | 432170 |
| | Hopper | SHPX | 432171 |
| | Hopper | SHPX | 432172 |
| | Hopper | SHPX | 432173 |
| | Hopper | SHPX | 432174 |
| | Hopper | SHPX | 432175 |
| | Hopper | SHPX | 432176 |
| | Hopper | SHPX | 432177 |
| | Hopper | SHPX | 432178 |
| | Hopper | SHPX | 432179 |
| | Hopper | SHPX | 432180 |
| | Hopper | SHPX | 432181 |
| | Hopper | SHPX | 432182 |
| | Hopper | SHPX | 432183 |
| | Hopper | SHPX | 432184 |
| | Hopper | SHPX | 432185 |
| | Hopper | SHPX | 432186 |
| | Hopper | SHPX | 432187 |
| | Hopper | SHPX | 432188 |
| | Hopper | SHPX | 432189 |
| | Hopper | SHPX | 432190 |
| | Hopper | SHPX | 432191 |
| | Hopper | SHPX | 432192 |
| | Hopper | SHPX | 432193 |
| | Hopper | SHPX | 432194 |
| | Hopper | SHPX | 432195 |
| | Hopper | SHPX | 432196 |
| | Hopper | SHPX | 432197 |
| | Hopper | SHPX | 432198 |
| | Hopper | SHPX | 432199 |

Schedule A

Equipment

Unimin Corporation

Contract C-5924 rider 18

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Hopper | SHPX | 432200 |
| | Hopper | SHPX | 432201 |
| | Hopper | SHPX | 432202 |
| | Hopper | SHPX | 432203 |
| | Hopper | SHPX | 432204 |
| | Hopper | SHPX | 432205 |
| | Hopper | SHPX | 432206 |
| | Hopper | SHPX | 432207 |
| | Hopper | SHPX | 432208 |
| | Hopper | SHPX | 432209 |
| | Hopper | SHPX | 432210 |
| | Hopper | SHPX | 432211 |
| | Hopper | SHPX | 432212 |
| | Hopper | SHPX | 432213 |
| | Hopper | SHPX | 432214 |
| | Hopper | SHPX | 432215 |
| | Hopper | SHPX | 432216 |
| | Hopper | SHPX | 432217 |
| | Hopper | SHPX | 432218 |
| | Hopper | SHPX | 432219 |
| | Hopper | SHPX | 432220 |
| | Hopper | SHPX | 432221 |
| | Hopper | SHPX | 432222 |
| | Hopper | SHPX | 432223 |
| | Hopper | SHPX | 432224 |
| | Hopper | SHPX | 432225 |
| | Hopper | SHPX | 432226 |
| | Hopper | SHPX | 432227 |
| | Hopper | SHPX | 432228 |
| | Hopper | SHPX | 432229 |
| | Hopper | SHPX | 432230 |
| | Hopper | SHPX | 432231 |
| | Hopper | SHPX | 432232 |
| | Hopper | SHPX | 432233 |

Schedule A

Equipment

Unimin Corporation
Contract C-5924 rider 18

| <u>Quantity</u> | <u>Description</u> | <u>Reporting Marks</u> | <u>Road Numbers</u> |
|-----------------|--------------------|------------------------|---------------------|
| | Hopper | SHPX | 432234 |
| | Hopper | SHPX | 432235 |
| | Hopper | SHPX | 432236 |
| | Hopper | SHPX | 432237 |
| | Hopper | SHPX | 432238 |
| | Hopper | SHPX | 432239 |
| | Hopper | SHPX | 432240 |
| | Hopper | SHPX | 432241 |
| | Hopper | SHPX | 432242 |
| | Hopper | SHPX | 432243 |
| | Hopper | SHPX | 432244 |
| | Hopper | SHPX | 432245 |
| | Hopper | SHPX | 432246 |
| | Hopper | SHPX | 432247 |
| | Hopper | SHPX | 432248 |
| | Hopper | SHPX | 432249 |
| | Hopper | SHPX | 432250 |

85