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February 17, 2010

RECORDATION NO. 25895-E FILED

FEB 17 '10

1-20 PM

SURFACE TRANSPORTATION BOARD

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

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Amendment No. 3 to Railroad Equipment Lease 11/1/09

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Harborlite Corporation fka World Minerals, Inc.
2500 Miguelito Road
Lampoc, CA 93436

Equipment: 35, Railcars
MCEX 330180-330214
Previously JTSX 9131-487977, NI

Please record this agreement as a secondary document to STB Recordation #25895. The filing fee of \$41 is enclosed. Summary: Memorandum of Amendment No. 3 to Railroad Equipment Lease dated 11/1/09 between Wells Fargo Equipment Finance, Inc. as Lessor and Harborlite Corporation as Lessee including 35 Railcars, MCEX 330180-330214.

Sincerely,



Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT NO. 3
TO RAILROAD EQUIPMENT LEASE

THIS MEMORANDUM OF AMENDMENT NO. 3 TO RAILROAD EQUIPMENT LEASE ("Memorandum of Amendment No. 3") is effective as of November 1, 2009, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation ("Lessor"), and HARBORLITE CORPORATION, a Delaware corporation ("Lessee"), with reference to the following:

Lessor has leased to Lessee thirty-five (35) railcars ("Units") more specifically described in, and pursuant to terms of, a Railroad Equipment Lease dated June 2, 2005, as amended, between Lessor (as successor by assignment to The David J. Joseph Company), as lessor, and Lessee (f/k/a World Minerals, Inc.), as lessee. A Memorandum of Railroad Equipment Lease Agreement dated September 21, 2005 by and between The David J. Joseph Company, as predecessor lessor, and World Minerals, Inc., as predecessor lessee, providing a notice of such lease among the Surface Transportation Board (the "STB") records, was filed at the STB on October 11, 2005 under recordation number 25895.

Lessor and Lessee entered into an Amendment No. 3 to Railroad Equipment Lease dated as of November 1, 2009 between Lessor, as lessor, and Lessee, as lessee, pursuant to which, among others, Lessee agreed to cause each Unit to be numbered with new identifying car marks and numbers set forth in Exhibit A attached hereto and made a part hereof.

This Memorandum of Amendment No. 3 is being duly filed with the STB by Lessor and Lessee to provide notice that car marks and numbers of Units have been or will be changed as set forth in Exhibit A attached hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 3 Railroad Equipment Lease to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.
Lessor

By: 

Printed Name: Julie Milbrath
Assistant Vice President
Title: _____

HARBORLITE CORPORATION
Lessee

By: 

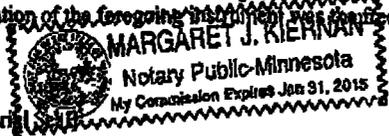
Printed Name: Stephen Baimel
Title: Vice President & General Manager

EXHIBIT A
DESCRIPTION OF UNITS

OLD NUMBER	NEW NUMBER
JTSX 9131	MCEX 330180
JSTX 10411	MCEX 330181
JSTX 10413	MCEX 330182
JSTX 10416	MCEX 330183
JSTX 10417	MCEX 330184
JSTX 10420	MCEX 330185
JSTX 10421	MCEX 330186
JSTX 10422	MCEX 330187
JSTX 10423	MCEX 330188
JSTX 10424	MCEX 330189
JSTX 10428	MCEX 330190
JSTX 63425	MCEX 330191
JSTX 316426	MCEX 330192
JSTX 316467	MCEX 330193
JSTX 466794	MCEX 330194
JSTX 466805	MCEX 330195
JSTX 466807	MCEX 330196
JSTX 466823	MCEX 330197
JSTX 466851	MCEX 330198
JSTX 466855	MCEX 330199
JSTX 466857	MCEX 330200
JSTX 466870	MCEX 330201
JSTX 466873	MCEX 330202
JSTX 466875	MCEX 330203
JSTX 466880	MCEX 330204
JSTX 466891	MCEX 330205
JSTX 466894	MCEX 330206
JSTX 475093	MCEX 330207
JSTX 480366	MCEX 330208
JSTX 480746	MCEX 330209
JSTX 481070	MCEX 330210
JSTX 483242	MCEX 330211
JSTX 485021	MCEX 330212
JSTX 487367	MCEX 330213
JSTX 487977	MCEX 330214

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 11th day of February, 2010 before me appeared Julie Milbrath to me personally known, who being by me duly sworn, says that he/she is the AVP of WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation, that said instrument was signed on February 11, 2009 on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Margaret J. Kiehn
Notary Public

My commission expires: 1-31-2015

~~STATE OF California, COUNTY OF Santa Barbara, TO WIT:~~

See attached

~~On this ___ day of _____, 2010 before me appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____, of HARBORLITE CORPORATION, a Delaware corporation, that said instrument was signed and sealed on _____, 2009 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.~~

~~I certify under penalty of perjury under the laws of the state of California that the foregoing paragraph is true and correct.~~

~~[Notarial Seal]~~

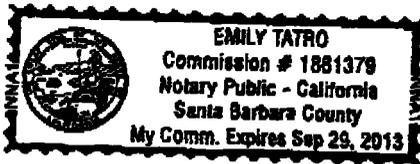
~~Notary Public~~

~~My commission expires:~~

STATE OF CALIFORNIA, COUNTY OF SANTA BARBARA, TO WIT:

On this 17th day of February, 2010 before me appeared Stephen Baimel, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, who being by me duly sworn, says that he is the Vice President and General Manager of HARBORLITE CORPORATION, a Delaware corporation, that said instrument was signed and sealed on February 8, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



Emily Tatro

Notary Public

[Notarial Seal]

My commission expires: *9/29/2013*