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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 22, 2012

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 Security Agreement, dated as of February 22, 2012, primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Debtor: Wisconsin Industrial Sand Company, L.L.C.
W3302 Highway 35 South
Maiden Rock, WI 54750

Section Chief
February 22, 2012
Page 2

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

1 locomotive: RFSX 3838 (to be remarked RSSX 3838).

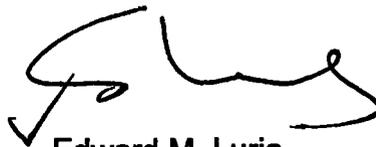
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO. 30100 FILED

FEB 22 '12 -3 5 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

Dated as of February 22, 2012

between

THE HUNTINGTON NATIONAL BANK,
as Secured Party

and

WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C.,
as Debtor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on February 22, 2012, at 3:50 P.M.
Recordation Number 30100

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of February 22, 2012 is made by and between THE HUNTINGTON NATIONAL BANK, together with its successors and assigns ("Secured Party"), and WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C., and its successors and permitted assigns ("Debtor").

WITNESSETH

1. Pursuant to a Master Locomotive Loan and Security Agreement No. 1184-A dated as of February 22, 2012 and Promissory Note No. 01 executed pursuant thereto dated as of February 22, 2012 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Security Agreement shall be effective as of the date first set forth hereinabove and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C.

By: Michelle Pezanoski
Name: Michelle Pezanoski
Title: Corporate Controller

STATE OF OHIO)
) ss.:
COUNTY OF _____)

On this 22nd day of February, 2012, before me the subscriber personally appeared Michelle Pezanoski, who being by me duly sworn, did depose and say: that (s)he is the Corporate Controller of WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C. the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said company.

Kimberly L Jaraczewski
NOTARY PUBLIC

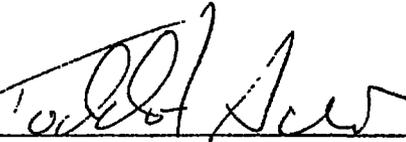
My Commission Expires: 8-22-15



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

THE HUNTINGTON NATIONAL BANK

By: 

Name: Todd A. Schemmel

Title: Authorized Signer

STATE OF OHIO

)

) ss.:

COUNTY OF HAMILTON

)

On this 22nd day of February, 2012, before me the subscriber personally appeared Todd A. Schemmel, who being by me duly sworn, did depose and say: that (s) he is the Authorized Signer of THE HUNTINGTON NATIONAL BANK, a national banking association described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.



NOTARY PUBLIC

My Commission Expires:



CLARISSA L. FISCUS

Notary Public, State of Ohio

My Commission Expires

November 27, 2012

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF FEBRUARY 17, 2012

Current Mark	Current Num	Future Mark	Future Num
RFSX	3838	RSSX	3838

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 2/22/12

Edward M Luria
Edward M Luria