

RECORDATION NO 30403

FILED

September 27, 2012 05:00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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OF COUNSEL
URBAN A. LESTER

September 27, 2012

Chief of the 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 Lease Agreement, dated as of September 27, 2012, 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: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: Mississippi Sand, LLC
12209 Big Bend Rd.
Kirkwood, MO 63122]

Chief of the Section of Administration
September 27, 2012
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A description of the railroad equipment covered by the enclosed document
is:

50 covered hopper railcars: TILX 328261 – TILX 328310.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,


✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of September ~~27~~ 2012 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

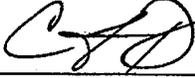
Lessor and Mississippi Sand, LLC, a Missouri limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "**Lease Agreement**"), dated April 14, 2011, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Two (2) to Railroad Car Lease Agreement, effective April 14, 2011 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 

Name: C. Lance Davis

Title: Vice President

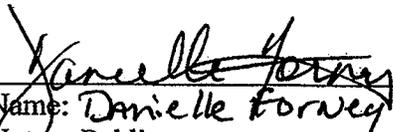
Executed on this 27th day of September, 2012

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of September 2012, before a Notary Public in and for said County and State, personally appeared C. Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on September 27, 2012 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Danielle Forney
Notary Public

My Commission Expires:
Residing in 6/9/16

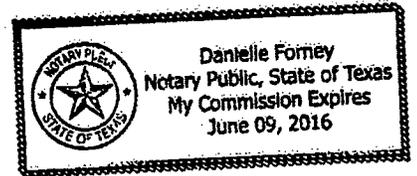


EXHIBIT A

Equipment:	3,281 cubic foot capacity covered hopper cars
Quantity:	Fifty (50)
Road Numbers:	TILX 328261 to TILX 328310 (inclusive)

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: 9/27/12

Edward M Luria
Edward M. Luria