

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

June 7, 2011

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

RECORDATION NO. 29805 FILED

JUN 07 '11 -5 23 PM

Dear Ms. Brown.

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 7, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are.

Lessor:

MassMutual Asset Finance LLC
2 Hampshire Street, Suite 101
Foxborough, MA 02035

Lessee:

Unimin Corporation
258 Elm Street
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 rail cars numbered WWUX 1001-1100, inclusive.

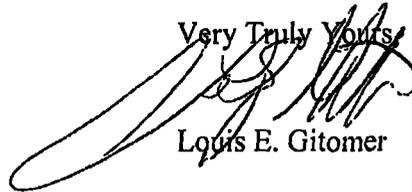
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
June 7, 2011
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between MassMutual Asset Finance LLC, 2 Hampshire Street, Suite 101, Foxborough, MA 02035, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 100 rail cars numbered WWUX 1001-1100, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', written over the typed name below.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of June 7, 2011

between

UNIMIN CORPORATION,
as Lessee

and

MASSMUTUAL ASSET FINANCE LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on June ____, 2011 at ____:____.m.

RECORDATION NO. 29805 FILED

JUN 07 '11 -5 23 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 7, 2011, by and between UNIMIN CORPORATION ("Lessee") and MASSMUTUAL ASSET FINANCE LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are subject to that certain Rail Equipment Net Leasing Agreement No. 22423-90000 dated as of April 28, 2011 (the "Master Agreement"), between Banc of America Leasing & Capital, LLC ("BALC") and Lessee. BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Railcars) including, without limitation, the right for Lessor to directly enter into a Schedule with Lessee (which such Schedule will incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee. Such Schedule between Lessor and Lessee and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease".

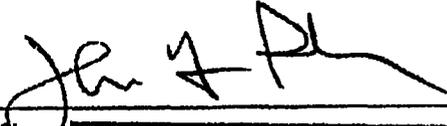
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: 
Name: John F. Pedro
Title: Senior Vice President

UNIMIN CORPORATION

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: _____
Name:
Title:

UNIMIN CORPORATION

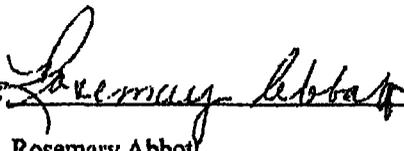
By: *Luke C. Anderson*
Name: Luke C. Anderson
Title: Senior Vice President, Finance & Treasurer, CFO

STATE OF MASSACHUSETTS

COUNTY OF NORFOLK

On this 7th day of June, 2011, before the undersigned notary public, personally appeared John F. Pedro, personally known to me, as a Senior Vice President for MassMutual Asset Finance LLC, a Delaware limited liability company, to be the person whose name is signed above in my presence.

Notary Public:

A handwritten signature in cursive script, appearing to read "Rosemary Abbott", is written over a horizontal line.

Rosemary Abbott

My commission expires on: August 24, 2012

STATE OF CONNECTICUT)
) ss. New Canaan
COUNTY OF FAIRFIELD)

I HEREBY CERTIFY, that on this 7th day of June, 2011, before me, the undersigned, a Notary Public of the State of CONNECTICUT, personally appeared Luke C. Anderson, who acknowledged himself to be the Senior VP, Finance + Treasurer, CFO of UNIMIN CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized officer of said company by signing the name of the company by himself as the Senior VP, Finance + Treasurer, CFO

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: _____.

JULISSA CONCEPCION
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 4/30/2016

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Unit Type</u>
WWUX 1001-1100, Inclusive	3258 c.f. Center Flow Covered Hopper Cars