

VIA UPS 2ND DAY AIR

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

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RECORDATION NO. 29839-A

JUL 18 2011 - 4 16 PM

SURFACE TRANSPORTATION BOARD

July 15, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated June 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Winn Bay Sand Limited Partnership
N33005 Helmers Rd
Blair, WI 54616

A description of the railroad equipment covered by the enclosed document is for one hundred (100) hopper cars having WSOX marks; (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: 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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(WIBA004)

Assign No: WIBA004

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MEMORANDUM OF LEASE

RIDER NO. 4

REGISTRATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of June, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Winn Bay Sand Limited Partnership ("Lessee"), a Saskatchewan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of February 10, 2010 (the "Lease") and Rider No. 4 thereto dated as of June 1, 2011 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

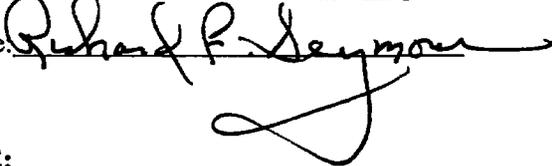
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: 

LESSEE:

WINN BAY SAND LIMITED PARTNERSHIP

Name: Harold Derksen

Title: General Manager

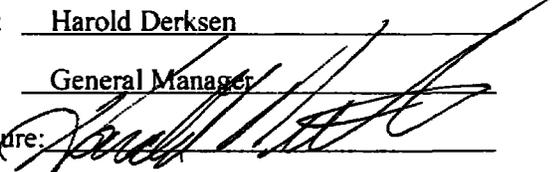
Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100).

DESCRIPTION OF CARS: Covered hopper rail cars.

CAR NUMBERS:

WSOX 804800	WSOX 804877	WSOX 804963
WSOX 804802	WSOX 804879	WSOX 804964
WSOX 804803	WSOX 804880	WSOX 804972
WSOX 804804	WSOX 804881	WSOX 804974
WSOX 804805	WSOX 804882	WSOX 804975
WSOX 804809	WSOX 804883	WSOX 804979
WSOX 804827	WSOX 804884	WSOX 804980
WSOX 804828	WSOX 804887	WSOX 804981
WSOX 804832	WSOX 804896	WSOX 804983
WSOX 804834	WSOX 804901	WSOX 804984
WSOX 804836	WSOX 804902	WSOX 804985
WSOX 804837	WSOX 804905	WSOX 804987
WSOX 804838	WSOX 804906	WSOX 804988
WSOX 804843	WSOX 804907	WSOX 804992
WSOX 804844	WSOX 804908	WSOX 804993
WSOX 804847	WSOX 804909	WSOX 804996
WSOX 804850	WSOX 804910	WSOX 805000
WSOX 804851	WSOX 804911	WSOX 805003
WSOX 804852	WSOX 804918	WSOX 805006
WSOX 804853	WSOX 804919	WSOX 805011
WSOX 804854	WSOX 804920	WSOX 805013
WSOX 804855	WSOX 804922	WSOX 805016
WSOX 804856	WSOX 804924	WSOX 805017
WSOX 804858	WSOX 804925	WSOX 805021
WSOX 804859	WSOX 804931	WSOX 805025
WSOX 804860	WSOX 804938	WSOX 805026
WSOX 804861	WSOX 804943	WSOX 805032
WSOX 804863	WSOX 804945	WSOX 805033
WSOX 804864	WSOX 804946	WSOX 805034
WSOX 804867	WSOX 804951	WSOX 805038
WSOX 804868	WSOX 804952	WSOX 805046
WSOX 804869	WSOX 804955	WSOX 805048
WSOX 804873	WSOX 804958	
WSOX 804875	WSOX 804962	