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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd DAY AIR

March 20, 2012

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

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated February 15, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Preferred Sands of Genoa, LLC
One Radnor Corporate Center
100 Matsonford Rd., Suite 101
Radnor, PA 19087

A description of the railroad equipment covered by the enclosed document is for ninety-eight (98) hopper cars; having NDYX 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 regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure
(PRSA001)

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ASSGN. NO.: PRSA001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of February, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Preferred Sands of Genoa, LLC ("Lessee"), a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 3, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 29, 2011 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 15th day of February, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of February, 2012.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

PREFERRED SANDS OF GENOA, LLC

ATTEST:

me J.A

By:



Name:

Thomas J. Doyle

Title:

**Executive Vice President
Assistant Secretary and COO**

By:



Name:

Kevin J. Traynor, Jr.

Title:

**Executive Vice President
and Assistant Secretary**

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Delaware

I, Rachel A. Ebner, a Notary Public of the County and State aforesaid, certify that Thomas J. Doyle personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of February, 2012.



Notary Public
COMMONWEALTH OF PENNSYLVANIA

Notarial Seal
Rachel A. Ebner, Notary Public
Conshohocken Boro, Montgomery County
My Commission Expires Jan. 31, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-eight (98)

DESCRIPTION OF CARS: Covered hopper Cars.

CAR NUMBERS:

NDYX 839302	NDYX 827117	NDYX 823145
NDYX 839297	NDYX 826247	NDYX 822960
NDYX 839121	NDYX 826225	NDYX 822491
NDYX 833745	NDYX 826195	NDYX 822459
NDYX 833700	NDYX 825951	NDYX 822441
NDYX 833690	NDYX 825051	NDYX 822332
NDYX 833667	NDYX 824929	NDYX 822328
NDYX 833642	NDYX 824580	NDYX 822315
NDYX 833641	NDYX 824302	NDYX 822310
NDYX 833640	NDYX 823604	NDYX 822231
NDYX 833636	NDYX 823603	NDYX 822228
NDYX 833615	NDYX 823602	NDYX 821742
NDYX 833611	NDYX 823601	NDYX 821481
NDYX 833608	NDYX 823599	NDYX 821105
NDYX 833607	NDYX 823598	NDYX 820958
NDYX 830862	NDYX 823597	NDYX 820635
NDYX 830719	NDYX 823596	NDYX 820632
NDYX 830559	NDYX 823595	NDYX 820628
NDYX 830532	NDYX 823593	NDYX 820545
NDYX 830513	NDYX 823592	NDYX 820538
NDYX 829513	NDYX 823591	NDYX 820528
NDYX 829182	NDYX 823434	NDYX 820527
NDYX 828588	NDYX 823425	NDYX 820526
NDYX 828551	NDYX 823418	NDYX 820514
NDYX 828485	NDYX 823417	NDYX 820511
NDYX 827990	NDYX 823404	NDYX 820510
NDYX 827989	NDYX 823398	NDYX 820509
NDYX 827975	NDYX 823392	NDYX 820508
NDYX 827752	NDYX 823375	NDYX 820507
NDYX 827730	NDYX 823372	NDYX 820502
NDYX 827729	NDYX 823364	NDYX 820500
NDYX 827723	NDYX 823354	NDYX 475295
NDYX 827327	NDYX 823349	