

RECORDATION NO. 30131-A FILED

APR 25 '12 -4 00 PM

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

April 23, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20423-0001
Attn: Documents for Rail Recordation

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 April 13, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 30131.

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: Barretts Minerals, Incorporated
c/o Specialty Minerals
35 Highland Avenue
Bethlehem, PA 18017

A description of the railroad equipment covered by the enclosed document is for seven (7) hopper cars; having FURX and NAHX marks; to be remarked to FURX (see Exhibit A for specific 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

Enclosures
(BAM1005)

APR 25 '12 -4 00 PM

ASSGN. NO.: BAMI005

MEMORANDUM OF LEASE

~~SUNBELT TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of April, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation and Barretts Minerals, Incorporated ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 14, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 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: Janice Enclva

Name: JANICE ENCLVA

Title: Manager of Documentation

Executed on this 13th day of April, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

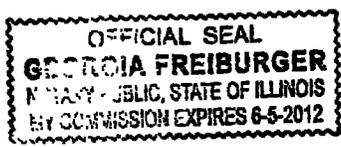
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of April, 2012.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

BARRETTS MINERALS, INCORPORATED

ATTEST:

By: 

Name: PATRICK KANE

Title: LOGISTICS SPECIALIST

By: _____

Name: _____

Title: _____

Executed on this 4 day of APRIL, 2012.

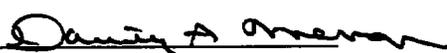
[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Monroe

I, Dorothy A Menear, a Notary Public of the County and State aforesaid, certify that Patrick Kane 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 4 day of April, 2012


Notary Public

Commission Expires:

(Notary Public)

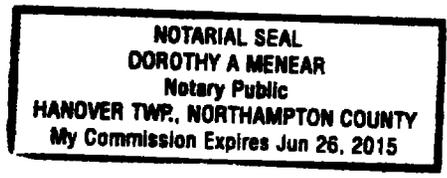


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seven (7)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

FURX	893854		
FURX	893852		
NAHX	550823	FURX	893913
NAHX	550692	FURX	893862
NAHX	550691	FURX	893861
NAHX	550689	FURX	893860
NAHX	550688	FURX	893859

NAHX cars to be remarked to FURX