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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

www.firstunionrail.com

*Via Federal Express*

April 10, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W., Suite 100  
Washington, DC 20423-0001  
Re 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 November 21, 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<br>One O'Hare Centre<br>6250 N River Road, Suite 5000<br>Rosemont, IL 60018 | Lessee | Chieftain Sand & Proppant Barron, LLC<br>331 27 <sup>th</sup> Street<br>New Auburn, WI 54757 |
|--------|--|--------|--|

A description of the railroad equipment covered by the enclosed document is for one hundred (100) hopper cars having FURX 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 \$42.00 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  
(CHSA001)

ASSGN NO · CHSA001SF

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of November, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Chieftain Sand & Proppant Barron, LLC ("Lessee"), a Wisconsin limited liability company

JUSTICE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 31, 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 October 31, 2012, 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: [Signature]

Name JOHN J THOMAS

Title PRESIDENT

ATTEST

By: [Signature]  
Name: GEORGIA FREIBURGER  
Title: MGR. OF DOCUMENTATION

Executed on this 21<sup>st</sup> day of November, 2012.

[CORPORATE SEAL]

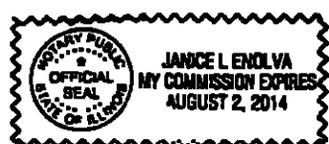
STATE OF Illinois  
COUNTY OF Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that John J Thomas 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 21<sup>st</sup> day of November, 2012.

[Signature]  
Notary Public

My Commission Expires.  
8-2-2014  
(Notary Public)



LESSEE: CHIEFTAIN SAND & PROPPANT BARRON,  
LLC

ATTEST

By: Alex Swanson  
Name: Alex Swanson  
Title: Lease Officer

By: [Signature]  
Name: Yokari Borenstein  
Title: CFO

Executed on this 26 day of February, 2013.

[CORPORATE SEAL]

STATE OF Wisconsin  
COUNTY OF Barron

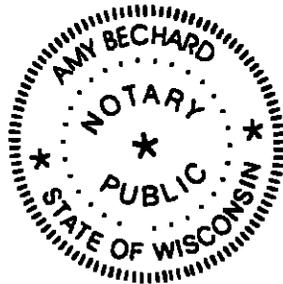
I, Amy Bechard, a Notary Public of the County and State aforesaid, certify that Yokari Borenstein personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 26 day of February, 2013.

Amy Bechard  
Notary Public

Commission Expires

12-18-16  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Up to One Hundred (100)

**DESCRIPTION OF CARS** Covered hopper Cars.

**CAR NUMBERS:**

|             |             |             |
|-------------|-------------|-------------|
| FURX 818728 | FURX 826578 | FURX 830682 |
| FURX 820520 | FURX 826597 | FURX 830694 |
| FURX 820898 | FURX 826601 | FURX 830756 |
| FURX 820984 | FURX 826604 | FURX 830814 |
| FURX 820990 | FURX 826608 | FURX 830869 |
| FURX 821007 | FURX 826632 | FURX 830890 |
| FURX 821741 | FURX 826638 | FURX 830917 |
| FURX 821766 | FURX 827031 | FURX 830918 |
| FURX 821883 | FURX 827036 | FURX 830929 |
| FURX 822024 | FURX 827098 | FURX 830983 |
| FURX 822037 | FURX 827364 | FURX 831030 |
| FURX 822071 | FURX 827447 | FURX 831062 |
| FURX 822181 | FURX 827582 | FURX 832047 |
| FURX 822192 | FURX 827639 | FURX 832116 |
| FURX 822948 | FURX 827686 | FURX 832120 |
| FURX 823116 | FURX 827857 | FURX 832145 |
| FURX 823827 | FURX 827964 | FURX 832156 |
| FURX 824158 | FURX 828231 | FURX 832169 |
| FURX 824244 | FURX 828416 | FURX 832191 |
| FURX 824285 | FURX 828424 | FURX 832307 |
| FURX 824318 | FURX 828472 | FURX 832314 |
| FURX 824364 | FURX 828513 | FURX 832508 |
| FURX 824417 | FURX 828534 | FURX 832577 |
| FURX 824432 | FURX 829407 | FURX 832591 |
| FURX 824455 | FURX 829452 | FURX 832685 |
| FURX 824530 | FURX 829617 | FURX 832695 |
| FURX 824835 | FURX 829864 | FURX 832998 |
| FURX 824904 | FURX 830447 | FURX 833013 |
| FURX 824941 | FURX 830502 | FURX 833406 |
| FURX 825434 | FURX 830508 | FURX 833441 |
| FURX 826254 | FURX 830520 | FURX 833668 |
| FURX 826275 | FURX 830585 | FURX 833722 |
| FURX 826286 | FURX 830600 |             |
| FURX 826560 | FURX 830608 |             |