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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

August 28, 2013

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 1, dated as of June 15, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Lessee:	Unimin Corporation 258 Elm St. New Canaan, CT 06840

Section Chief  
August 28, 2013  
Page 2

A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 494867 – AOKX 496049 as set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 1.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 dated June 15, 2013 to a Lease Agreement made and entered into as of June 15, 2013 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Unimin Corporation, a Delaware corporation ("Lessee").

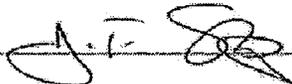
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 3250 cubic foot covered hopper railcars, 286,000 lbs. GRL, with four 30" circular loading hatches and 13" x 42" discharge gates, bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 1 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

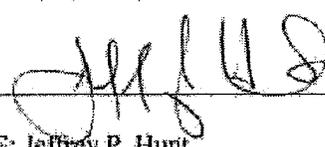
BY:  \_\_\_\_\_

NAME: J. T. Sharp

TITLE: President

LESSEE:

UNIMIN CORPORATION

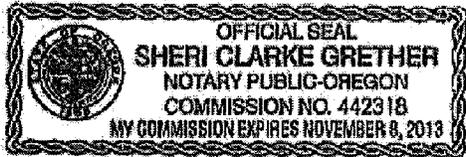
BY:  \_\_\_\_\_

NAME: Jeffrey P. Hunt

TITLE: Vice President - Sales Services

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 29<sup>th</sup> day of July, 2013, before me personally appeared J. T. Sharp,  
to me personally known, who being by me duly sworn, says that s/he is the President of  
Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and  
s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF Connecticut )  
 ) ss. New Canaan  
COUNTY OF Fairfield )

On this 26<sup>th</sup> day of July, 2013, before me personally appeared  
Jeffrey R. Went, to me personally known, who being by me duly sworn, says that s/he is  
the Vice President Sales Services of Unimin Corporation and that the foregoing instrument was signed on  
behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act  
and deed.

Brenda L. Choyce  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

**BRENDA L. CHOYCE**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 2016

EXHIBIT A

RAIL EQUIPMENT LIST

100 AOKX Railcars

AOKX 494867	AOKX 495357	AOKX 495722	AOKX 495937
AOKX 494871	AOKX 495361	AOKX 495726	AOKX 495938
AOKX 494874	AOKX 495362	AOKX 495734	AOKX 495940
AOKX 494883	AOKX 495365	AOKX 495738	AOKX 495942
AOKX 494885	AOKX 495579	AOKX 495742	AOKX 495959
AOKX 494886	AOKX 495608	AOKX 495746	AOKX 495962
AOKX 494894	AOKX 495610	AOKX 495749	AOKX 495963
AOKX 494895	AOKX 495615	AOKX 495759	AOKX 495980
AOKX 494897	AOKX 495619	AOKX 495870	AOKX 495991
AOKX 494898	AOKX 495620	AOKX 495876	AOKX 495993
AOKX 494899	AOKX 495621	AOKX 495878	AOKX 495994
AOKX 494900	AOKX 495623	AOKX 495881	AOKX 495998
AOKX 494908	AOKX 495625	AOKX 495884	AOKX 496001
AOKX 494909	AOKX 495626	AOKX 495886	AOKX 496003
AOKX 494910	AOKX 495632	AOKX 495892	AOKX 496009
AOKX 494912	AOKX 495681	AOKX 495896	AOKX 496011
AOKX 495313	AOKX 495698	AOKX 495904	AOKX 496023
AOKX 495314	AOKX 495700	AOKX 495913	AOKX 496029
AOKX 495322	AOKX 495703	AOKX 495918	AOKX 496036
AOKX 495332	AOKX 495704	AOKX 495922	AOKX 496041
AOKX 495333	AOKX 495711	AOKX 495924	AOKX 496042
AOKX 495334	AOKX 495712	AOKX 495927	AOKX 496043
AOKX 495349	AOKX 495715	AOKX 495928	AOKX 496046
AOKX 495353	AOKX 495717	AOKX 495929	AOKX 496047
AOKX 495354	AOKX 495720	AOKX 495935	AOKX 496049

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/28/13

Edward M Luria  
Edward M. Luria