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April 29, 2015

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of April 29, 2015. The primary document to which this is connected is recorded under Recordation No. 31692. We request that this document be recorded under Recordation No. 31692-B.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02903

Assignee:

SMBC Rail Services LLC
300 South Riverdale Place Suite 2100
Chicago, IL 60606

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 54 Covered Hopper Cars numbered FMSX 1559-1592, inclusive, and 1000-1019, inclusive.

Ms. Cynthia T. Brown
April 29, 2015
Page 2

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and SMBC Rail Services LLC, 300 South Riverdale Place Suite 2100, Chicago, IL 60606, covering 54 Covered Hopper Cars numbered FMSX 1559-1592, inclusive, and 1000-1019, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of April 29, 2015

between

SMBC RAIL SERVICES LLC

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC

as Assignor

**FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on February ____, 2015 at ____ : ____.m.**

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of April 29, 2015, by and between SMBC RAIL SERVICES LLC (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and FAIRMOUNT SANTROL INC., FML TERMINAL LOGISTICS, LLC, TECHNISAND, INC., WEDRON SILICA COMPANY, FML SAND, LLC, WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C., WISCONSIN SPECIALTY SANDS, INC., SHAKOPEE SAND LLC, FML RESIN, LLC, as Lessees, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of February 20, 2015, and, pursuant thereto, that certain Schedule No. 004 dated April 20, 2015 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of April 22, 2015 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on April 28, 2015 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

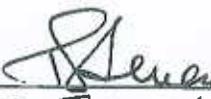
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

SMBC RAIL SERVICES LLC

By: 
Name: TIMOTHY D. STEVENS
Title: CHIEF RISK OFFICER

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: MADELINE L. WARREN
Title: Vice President

STATE OF Illinois)
) SS.
COUNTY OF Cook)

I HEREBY CERTIFY, that on this 29th day of April, 2015, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Timothy Stewer, who acknowledged himself to be the Chief Risk Officer of SMBC RAIL SERVICES LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Chief Risk Officer of said company by signing the name of the company by himself as the Chief Risk Officer.

AS WITNESS my hand and notarial seal.

Gileen Patricia O'Neill
Notary Public

My commission expires: 10/5/16



STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

I HEREBY CERTIFY, that on this 29th day of April, 2015, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: February 3, 2017

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF UNITS

54 Trinity-built covered hopper cars, bearing the following reporting marks and numbers: FMSX 1559 through 1592 and FMSX 1000 through 1019, inclusive