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December 7, 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 efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 7, 2015. We request that this document be given the next available recordation number.

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

Lessor:

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

Lessees:

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
8834 Mayfield Road
Chesterland, OH 44026

Ms. Cynthia T. Brown
December 7, 2015
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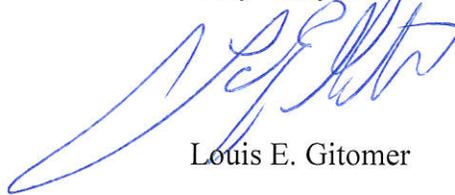
A description of the equipment covered by the Memorandum of Lease Agreement consists of 73 covered hopper cars numbered FMSX 3462, 3478, 3482-3486, inclusive, 3490, 3505, 3533, 3534, 3536-3538, inclusive, and 3541-3599, inclusive.

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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, 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, and FML Resin, LLC, 8834 Mayfield Road, Chesterland, OH 44026, covering 73 covered hopper cars numbered FMSX 3462, 3478, 3482-3486, inclusive, 3490, 3505, 3533, 3534, 3536-3538, inclusive, and 3541-3599, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 7, 2015

between

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,

and

FML RESIN, LLC,
collectively and jointly and severally, as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2015 at _____: _____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 7, 2015 by and between FAIRMOUNT SANTROL INC., a Delaware corporation ("Fairmount"), FML TERMINAL LOGISTICS, LLC, an Ohio limited liability company ("FML Terminal"), TECHNISAND, INC., a Delaware corporation ("Technisand"), WEDRON SILICA COMPANY, an Ohio corporation ("Wedron"), FML SAND, LLC, an Ohio limited liability company ("FML Sand"), WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C., a Delaware limited liability company ("Wisconsin Industrial"), WISCONSIN SPECIALTY SANDS, INC., a Texas corporation ("Wisconsin Specialty"), SHAKOPEE SAND LLC, a Minnesota limited liability company ("Shakopee") and FML RESIN, LLC, an Ohio limited liability company ("FML Resin", together with Fairmount, FML Terminal, Technisand, Wedron, FML Sand, Wisconsin Industrial, Wisconsin Specialty and Shakopee, collectively and jointly and severally, the "Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 27706-90000 dated as of February 20, 2015, and Schedule No. 018 thereto and incorporating the terms thereof, dated as of December 7, 2015 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

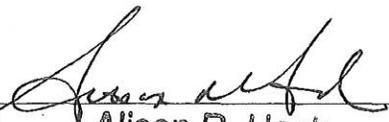
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Alison R. Hook
Title: Vice President

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

By: _____
Name: David J. Crandall
Title: Vice President, General Counsel & Secretary

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

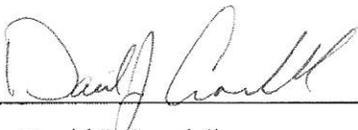
BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name: _____

Title: _____

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

By:  _____

Name: David J. Crandall

Title: Vice President, General Counsel & Secretary

STATE OF RHODE ISLAND)
) ss.
COUNTY OF PROVIDENCE)

I HEREBY CERTIFY, that on this 4th day of December, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. Hook who acknowledged herself 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 she executed the same for the purposes therein contained as the duly authorized person of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Nov. 10, 2018

**STEVEN J BEADLING
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES NOV. 10, 2018**

STATE OF Ohio)
) ss.
COUNTY OF Geauga)

I HEREBY CERTIFY, that on this 3 day of December, 2015, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared David J. Crandall who acknowledged himself to be the Vice President, General Counsel & Secretary of each Lessee, 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, General Counsel & Secretary of said company by signing the name of the company by himself as the Vice President, General Counsel & Secretary.



AS WITNESS my hand and notarial seal.

LAURA B. VARGO
Notary Public, State of Ohio
Geauga County
My Comm. Expires 4-19-2020

Laura B Vargo
Notary Public

My commission expires: 4-19-2020

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

73 Gunderson-Concarril S.A. de C.V. built covered hopper cars, bearing the following reporting marks and numbers:

<u>Car Mark</u> <u>FMSX</u>	<u>Car Mark</u> <u>FMSX</u>
3462	3564
3478	3565
3482	3566
3483	3567
3484	3568
3485	3569
3486	3570
3490	3571
3505	3572
3533	3573
3534	3574
3536	3575
3537	3576
3538	3577
3541	3578
3542	3579
3543	3580
3544	3581
3545	3582
3546	3583
3547	3584
3548	3585
3549	3586
3550	3587
3551	3588
3552	3589
3553	3590
3554	3591
3555	3592
3556	3593
3557	3594
3558	3595
3559	3596
3560	3597
3561	3598
3562	3599
3563	