

LAW OFFICES OF
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April 28, 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 Subleases, a secondary document, dated as of April 28, 2015. The primary document to which this is connected is recorded under Recordation No. New. We request that this document be recorded under Recordation No. New-A.

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

Assignee:

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

Assignors:

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
April 28, 2015
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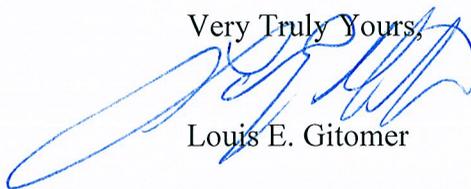
A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 54 Covered Hopper Cars numbered FMSX 1559-1592, inclusive, and 1000-1019, inclusive.

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 Assignment of Subleases 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, FML Resin, LLC, 8834 Mayfield Road, Chesterland, OH 44026, 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 SUBLEASES

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 ASSIGNMENT OF SUBLEASES

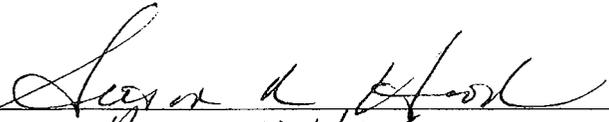
THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of April 28, 2015, by and between **FAIRMOUNT SANTROL INC.**, a Delaware corporation ("Fairmount"), **FML TERMINAL LOGISTICS, LLC**, an Ohio limited liability company ("FML Terminal"), **TECHNISAND, INC.**, a Delaware corporation ("Technisand"), **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** (together with its successors and assigns, "Lessor"), with reference to the following:

Lessee, as lessee, and Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of February 20, 2015 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[*signatures appear on next page*]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Alison K Hood
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 Assignment of Subleases to be executed as of the date first above written.

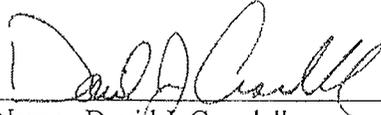
BANC OF AMERICA LEASING & CAPITAL, LLC

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

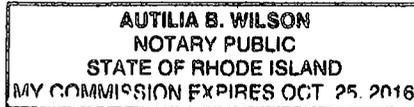
Title: Vice President, General Counsel & Secretary

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

I HEREBY CERTIFY, that on this 28th day of April, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. Hook 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 she 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 herself as the Vice President

AS WITNESS my hand and notarial seal.

Autilia B. Wilson
Notary Public



My commission expires: 10/25/2016

STATE OF Ohio)
) ss.
COUNTY OF Columbiana)

I HEREBY CERTIFY, that on this 23rd day of April, 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.

Jessica A. O'Reilly
Notary Public

My commission expires: 6/25/17.



JESSICA A. O'REILLY
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Gauga County
My Comm. Exp. 6/25/17

EXHIBIT A
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.

Sublessee: FTS International Services, LLC