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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 Assignment of Lease, a secondary document, dated as of December 7, 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 Lease are:

Assignor:

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

Assignee:

SMBC Rail Services LLC  
300 South Riverside Plaza, Suite 1925  
Chicago, IL 60606

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 73 covered hopper cars numbered FMSX 3462, 3478, 3482-3486, inclusive, 3490, 3505, 3533, 3534, 3536-3538, inclusive, and 3541-3599, inclusive.

Ms. Cynthia T. Brown  
December 7, 2015  
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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 Lease between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and SMBC Rail Services LLC, 300 South Riverside Plaza, Suite 1925, Chicago, IL 60606, 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

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 7, 2015

between

SMBC RAIL SERVICES LLC

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on December \_\_, 2015 at \_\_ : \_\_.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 7, 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. 018 dated December 7, 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 December 7, 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

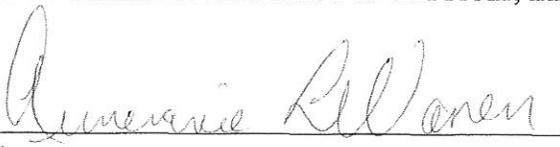
By: \_\_\_\_\_  
Name:  
Title:

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:  
Title:

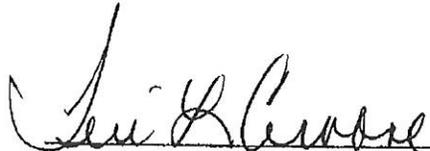
BANC OF AMERICA LEASING & CAPITAL, LLC

By:   
Name:  
Title: **Annemarie L. Warren**  
**Vice President**

STATE OF Illinois )  
 ) SS.  
COUNTY OF Cook )

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of December, 2015, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Timothy D. Stevens, 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.

  
Notary Public

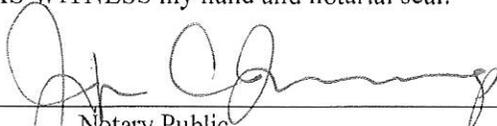
My commission expires: 10/26/19



STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

I HEREBY CERTIFY, that on this 3<sup>rd</sup> day of December, 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: \_\_\_\_\_



**JENNIFER C. JENNINGS**  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
March 16, 2018

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

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

<u>Car Mark</u>	<u>Car Mark</u>
<u>FMSX</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	