

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

December 7, 2015

MELANIE B. YASBIN
Melanie@lgraillaw.com

410-296-2205 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 Memorandum of Assignment of Subleases, a secondary document, dated as of December 4, 2015. The primary document to which this is connected is recorded under Recordation No. 32018. We request that this document be recorded under Recordation No. 32018-C.

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

Assignee:

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

Assignor:

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

Ms. Cynthia T. Brown
December 7, 2015
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A description of the equipment covered by the Memorandum of Assignment of Memorandum of Assignment of Subleases consists of 62 covered hopper cars numbered FMSX 3245, 3373, 3381, 3385, 3388-3393, inclusive, 3395, 3400, 3403, 3410, 3415, 3416, 3418, 3420-3433, inclusive, 3437, 3438, 3440, 3442- 3444, inclusive, 3447, 3448, 3461, 3463, 3467, 3479, 3487-3489, inclusive, 3491-3502, inclusive, and FMSX 3506-3509, 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@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Memorandum of Assignment of Subleases 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 62 covered hopper cars numbered FMSX 3245, 3373, 3381, 3385, 3388-3393, inclusive, 3395, 3400, 3403, 3410, 3415, 3416, 3418, 3420-3433, inclusive, 3437, 3438, 3440, 3442- 3444, inclusive, 3447, 3448, 3461, 3463, 3467, 3479, 3487-3489, inclusive, 3491-3502, inclusive, and FMSX 3506-3509, inclusive.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT
OF
MEMORANDUM OF ASSIGNMENT OF SUBLEASES

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 DECEMBER __, 2015 at __: __.m.

MEMORANDUM OF ASSIGNMENT
OF
MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF MEMORANDUM OF ASSIGNMENT OF SUBLEASES is made and entered into as of December 4, 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., 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"), as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 27706-90000, dated as of February 20, 2015 (collectively, the "Agreement"), and, pursuant thereto, that certain Schedule No. 017 to Rail Equipment Net Leasing Agreement, dated as of November 24, 2015 (the "Schedule No. 017," together with the Agreement and all documents and instruments executed in connection therewith, collectively, the "Lease"), pertaining to the railcars described therein (the "Railcars") and certain of the Railcars further described on Exhibit No. 1 attached hereto (the "Subleased Railcars").

A Memorandum of Lease as to Schedule No. 017 was recorded with the Surface Transportation Board on November 24, 2015, under Recordation No. 32018.

Assignor, Lessee and SHALE ENERGY SUPPORT, LLC D/B/A SHALE SUPPORT, LLC ("Sublessee"), as Sublessee, have heretofore executed that certain Supplement Number 002 dated December 4, 2015 (the "Supplement Number 002") to that certain Subleasing Consent and Amendment, dated as of October 30, 2015 (collectively with the Supplement Number 002, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Assignor a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the Subleased Railcars, 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 Subleased Railcars under the Agreement, the Schedules thereto and the Lease Agreement (each as defined in the Subleasing Consent and Amendment).

Assignor, Lessee and Sublessee have heretofore executed that certain Equipment Sublease Agreement, dated as of October 30, 2015 (the "Equipment Sublease Agreement"), pursuant to which Lessee has subleased the Subleased Railcars to Sublessee.

A Memorandum of Assignment of Subleases between Assignor and Lessee as to Schedule No. 003 to the Equipment Sublease Agreement and the Subleased Railcars subject thereto was recorded with the Surface Transportation Board on ~~December~~ 4, 2015.

Assignor and Assignee have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.

A Memorandum of Assignment of Lease between Assignor and Assignee as to Schedule No. 017 and the Railcars subject thereto was recorded with the Surface Transportation Board on November 24, 2015.

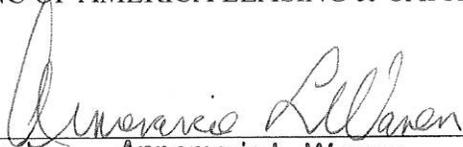
The parties hereto wish to show for public record this Memorandum of Assignment of Memorandum of Assignment of Subleases to provide notice of such assignment.

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

[signatures appear on next page]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

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

SMBC RAIL SERVICES LLC

By: _____
Name:
Title:

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

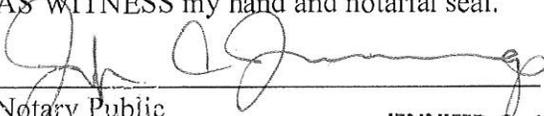
SMBC RAIL SERVICES LLC

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

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

I HEREBY CERTIFY, that on this 20th day of November, 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

JENNIFER C. JENNINGS
Notary Public

My commission expires  Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

I HEREBY CERTIFY, that on this 23rd day of November, 2015, before me, the undersigned, a Notary Public of the State of ILLINOIS, personally appeared TIMOTHY 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 national banking association by signing the name of the national banking association by himself as the CHIEF RISK OFFICER

AS WITNESS my hand and notarial seal

Eileen Patricia O'Neill
Notary Public



My commission expires: 10/5/2016

EXHIBIT NO. 1
DESCRIPTION OF RAILCARS

Sixty-Two (62) Gunderson-Concarril S.A. de C.V. built covered hopper cars, bearing the following reporting marks and numbers: FMSX 3245, FMSX 3373, FMSX 3381, FMSX 3385, FMSX 3388 through 3393, inclusive, FMSX 3395, FMSX 3400, FMSX 3403, FMSX 3410, FMSX 3415 through 3416, inclusive, FMSX 3418, FMSX 3420 through 3433, inclusive, FMSX 3437 through 3438, inclusive, FMSX 3440, FMSX 3442 through 3444, inclusive, FMSX 3447 through 3448, inclusive, FMSX 3461, FMSX 3463, FMSX 3467, FMSX 3479, FMSX 3487 through 3489, inclusive, FMSX 3491 through 3502, inclusive, and FMSX 3506 through 3509, inclusive.

Sublessee: Shale Energy Support, LLC d/b/a Shale Support, LLC