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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 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 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-B.

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

Assignor:

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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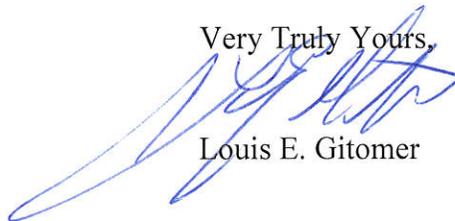
A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 62 covered hopper cars numbered FMSX 3245, 3373, 3381, 3385, 3388-3393, inclusive, 3395, 3400, 3403, 3410, 3415, 3416, 3418, 3420-3433, inclusive, 3437, 3438, 3440, 3442- 3444, inclusive, 3447, 3448, 3461, 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@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, and FML Resin, LLC, 8834 Mayfield Road, Chesterland, OH 44026, 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

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 December 4, 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 Supplement Number 002 dated December 4, 2015 (the “Supplement Number 002”) to that certain Subleasing Consent and Amendment dated as of October 30, 2015 (as amended and collectively with the Supplement Number 002, 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 including, without limitation, those set forth 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 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**

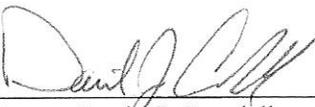
By: _____
Name: David J. Crandall
Title: Vice President, General Counsel & Secretary

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases 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**

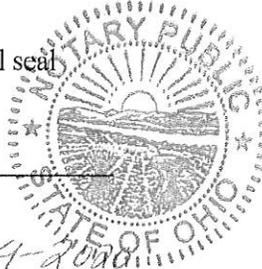
By:  _____
Name: David J. Crandall
Title: Vice President, General Counsel & Secretary

STATE OF Ohio)
) ss.
COUNTY OF Geauga)

I HEREBY CERTIFY, that on this 23 day of November, 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



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

My commission expires: 4-19-2020

EXHIBIT A
DESCRIPTION OF UNITS

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