RECORDATION NO. 30184-A
FILED DECEMBER 17, 2013 12:39 PM
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

December 17, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Assignment and Assumption Agreement dated September 6, 2013 between the following parties:

Assignee: FML Terminal Logistics, LLC
8834 Mayfield Road
Chesterfield, OH 44026

Assignee: Fairmount Minerals, Ltd.
11833 Ravenna Rd.
Chardon, OH 44024

Assignor: FTS International Services, LLC
(formerly known as Frac Tech Services, LLC)
301 East 18th Street
Cisco, TX 76437

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

The enclosed document relates to the Memorandum of Net Lease Agreement previously filed with the Board under Recordation Number 30184.

This filing is to appear in the index as follows:

Memorandum of Assignment and Assumption Agreement

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of $44.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

RECORDATION NO. 30184-A
FILED DECEMBER 17, 2013 12:39 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

AMONG

FTS INTERNATIONAL SERVICES, LLC

AND

FML TERMINAL LOGISTICS, LLC

AND

FAIRMOUNT MINERALS, LTD.

AND

MITSUI RAIL CAPITAL, LLC

September 6, ***2013***

Memorandum of Assignment and Assumption Agreement made and entered into as of September 6, 2013, by and between FTS International Services, LLC, formerly known as Frac Tech Services, LLC, ("***FTSI***" or "***Assignor***"), a Texas limited liability company, FML Terminal Logistics, LLC ("***FML***"), an Ohio limited liability company, Fairmount Minerals, Ltd ("***Fairmount***"), a Delaware corporation, (FML and Fairmount collectively "***Assignee***") and Mitsui Rail Capital, LLC ("***Lessor***"), a Delaware limited liability company.

W I T N E S S E T H:

1. Lessor leased to Assignor ("***Lessee***") two hundred (200) railcars, marked and numbered FTIX 1200 through FTIX 1399, both inclusive (the "***Cars***"), pursuant to that certain Net Lease Agreement dated November 9, 2011 (the "***Lease***"), and Schedule No. 1 thereto dated November 9, 2011 (the "***Schedule***") (the Schedule and the Lease collectively, the "***Lease Agreement***").

2. In connection with the Lease: a Memorandum of Net Lease Agreement was recorded with the Surface Transportation Board on April 23, 2012 and assigned Recordation No. 30184.

3. Subsequently, FTSI and Fairmount entered into a definitive agreement for the sale of FTSI's assets, and assignment of FTSI's contracts, to Fairmount (the "***Transaction***").

4. In connection with the Transaction, Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease Agreement and the Cars (the "***Assignment***").

5. In acknowledgement of the Assignment, this Memorandum of Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

FTS INTERNATIONAL SERVICES, LLC

By: Sharon L. Hicks

Title: SVP

FML TERMINAL LOGISTICS, LLC

By: David J. Crandall

Title: Vice President, General Counsel and Secretary

FAIRMOUNT MINERALS, LTD.

By: David J. Crandall

Title: Vice President, General Counsel and Secretary

MITSUI RAIL CAPITAL, LLC

By: [illegible]

Title: President

STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 22nd day of November, 2013 before me personally appeared Sharon E. Hicks, to me personally known, who being by me duly sworn, says that s/he is the Sr. VP-Transactions of FTS International Services, LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

MARY BETH BODIFORD
Notary Public, State of Texas
My Commission Expires
July 21, 2015

HB Bodiford
NOTARY PUBLIC
My commission expires: 7/21/2015

STATE OF Ohio)
) ss.
COUNTY OF Geauga)

On this 18th day of November, 2013, before me personally appeared David J. Crandall, to me personally known, who being by me duly sworn, says that s/he is the VP, General Counsel + Secretary of FML Terminal Logistics, LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARIAL SEAL STATE OF OHIO

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

Jessica A O'Reilly
NOTARY PUBLIC
My commission expires: 6/25/17

STATE OF Ohio)
) ss.
COUNTY OF Geauga)

On this 18th day of November, 2013, before me personally appeared David J. Crandall, to me personally known, who being by me duly sworn, says that s/he is the VP, General Counsel + Secretary of Fairmount Minerals, Ltd. and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARIAL SEAL STATE OF OHIO

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

Jessica A O'Reilly
NOTARY PUBLIC
My commission expires: 6/25/17

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 2nd day of December, 2013, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that s/he is the President of Mitsui Rail Capital, LLC, and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Christine C Peterson
NOTARY PUBLIC
My commission expires: July 26, 2016

OFFICIAL SEAL
CHRISTINE C PETERSON
Notary Public - State of Illinois
My Commission Expires Jul 26, 2016