

RECORDATION NO. 31603
FILED FEBRUARY 20, 2015 04:23 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

February 20, 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 Lease Agreement, a primary document, dated as of February 20, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

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

Lessees:

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.
FML Resin, LLC
8834 Mayfield Road
Chesterland, OH 44026

Ms. Cynthia T. Brown
February 20, 2015
Page 2

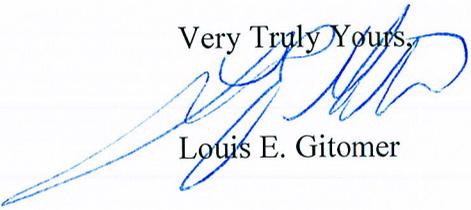
A description of the equipment covered by the Memorandum of Lease Agreement consists of 150 Covered Hopper Cars numbered FMSX 1350-1499, inclusive.

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 Lease Agreement 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., FML Resin, LLC, 8834 Mayfield Road, Chesterland, OH 44026, covering 150 Covered Hopper Cars numbered FMSX 1350-1499, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of February 20, 2015

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 February __, 2015 at __:__.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 20, 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 ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 27706-90000 dated as of February 20, 2015, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of February 20, 2015 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Autilia B. Wilson
Name: **Autilia B. Wilson**
Title: **Assistant 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

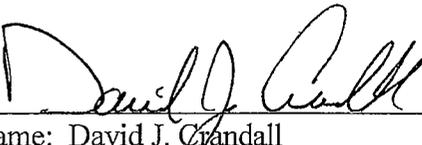
By: _____
Name: David J. Crandall
Title: Vice President, General Counsel & Secretary

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

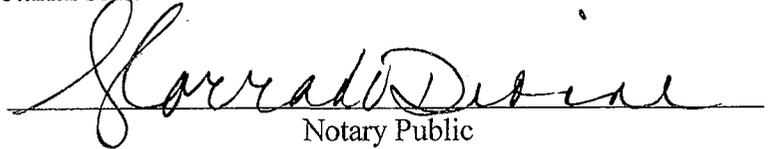
FAIRMOUNT SANTROL INC.
FML TERMINAL LOGISTICS, LLC
TECHNISAND, INC.
WEDRON SILICA COMPANY
FML SAND, LLC
WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C.
WISCONSIN SPECIALTY SANDS, INC.
SHAKOPEE SAND LLC
FML RESIN, LLC

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

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

I HEREBY CERTIFY, that on this 18th day of February, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Autilia B. Wilson who acknowledged himself to be the Assistant 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 Assistant Vice President of said company by signing the name of the company by himself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: _____.

LUCILLE CORRADO DIONNE
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES FEB. 28, 2018

STATE OF Ohio)
) ss.
COUNTY OF Geauga)

I HEREBY CERTIFY, that on this 12th day of February, 2015, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared David J. Crandall, who acknowledged himself to be the VP 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 VP General Counsel Secretary of said company by signing the name of the company by himself as the VP 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
Geauga County
My Comm. Exp. 6/25/17

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

150 Trinity-built covered hopper cars, bearing the following reporting marks and numbers: FMSX 1350 through 1499, inclusive.