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October 8, 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 October 5, 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.
Shakopee Sand, LLC
FML Resin, LLC
8834 Mayfield Road
Chesterland, OH 44026

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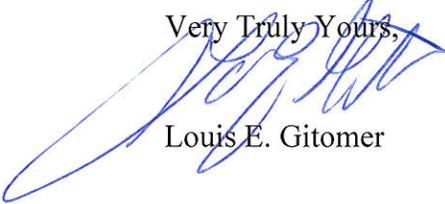
A description of the equipment covered by the Memorandum of Lease Agreement consists of 108 Covered Hopper Cars numbered FMSX 3000-3107, inclusive.

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 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., Shakopee Sand, LLC, FML Resin, LLC, 8834 Mayfield Road, Chesterland, OH 44026, covering 108 Covered Hopper Cars numbered FMSX 3000-3107, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of October 5, 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 _____, 2015 at _____:_____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 5, 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. 014 thereto and incorporating the terms thereof, dated as of October 5, 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.

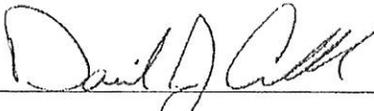
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: 
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

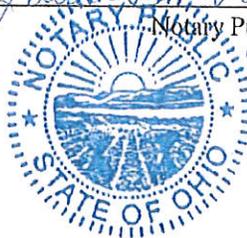
STATE OF Ohio)
) ss.
COUNTY OF Geauga)

I HEREBY CERTIFY, that on this 7 day of October, 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

My commission expires: 4-19-2020



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

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

I HEREBY CERTIFY, that on this 7th day of October, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. Hook who acknowledged herself 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 she executed the same for the purposes therein contained as the duly authorized person of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: Nov. 10, 2018

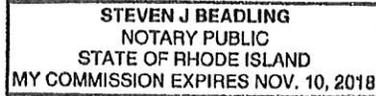


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

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

<u>FMSX</u> <u>Car Mark</u>	<u>FMSX</u> <u>Car Mark</u>	<u>FMSX</u> <u>Car Mark</u>
3000	3036	3069
3001	3037	3070
3002	3038	3071
3003	3039	3072
3004	3040	3073
3005	3041	3074
3006	3042	3092
3007	3043	3075
3008	3044	3076
3009	3045	3077
3010	3046	3078
3011	3089	3079
3012	3047	3080
3013	3048	3081
3014	3091	3082
3015	3049	3083
3016	3050	3084
3017	3051	3085
3018	3052	3086
3019	3053	3087
3020	3054	3088
3021	3055	3093
3022	3056	3094
3023	3057	3095
3024	3058	3096
3025	3090	3097
3026	3059	3098
3027	3060	3099
3028	3061	3100
3029	3062	3101
3030	3063	3102
3031	3064	3103
3032	3065	3104
3033	3066	3105
3034	3067	3106
3035	3068	3107