

LAW OFFICES OF LOUIS E. GITOMER, LLC
600 BALTIMORE AVENUE, SUITE 301, TOWSON, MD 21204
410-296-2250 LOU@LGRAILLAW.COM

November 24, 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 efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of November 24, 2015. The primary document to which this is connected is recorded under Recordation No. New. We request that this document be recorded under Recordation No. New-A.

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

Assignor:

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

Assignee:

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

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 155 covered hopper cars numbered FMSX 3245, 3250, 3354-3357, inclusive, 3362, 3365, 3368, 3373, 3376, 3381, 3384-3461, inclusive, 3463-3477, 3479, 3480, 3481, 3487-3489, inclusive, 3491-3504, inclusive, 3506-3532, inclusive, 3535, 3539, and 3540.

Ms. Cynthia T. Brown
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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 Lease 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 155 covered hopper cars numbered FMSX 3245, 3250, 3354-3357, inclusive, 3362, 3365, 3368, 3373, 3376, 3381, 3384-3461, inclusive, 3463-3477, 3479, 3480, 3481, 3487-3489, inclusive, 3491-3504, inclusive, 3506-3532, inclusive, 3535, 3539, and 3540.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of November 24, 2015

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 November __, 2015 at __ : __.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of November 24, 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., 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, as Lessees, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of February 20, 2015, and, pursuant thereto, that certain Schedule No. 017 dated November 24, 2015 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of April 22, 2015 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on November 24, 2015 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

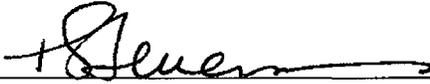
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

SMBC RAIL SERVICES LLC

By: 
Name: TIMOTHY D. STEUENS
Title: CHIEF RISK OFFICER

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

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

SMBC RAIL SERVICES LLC

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

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

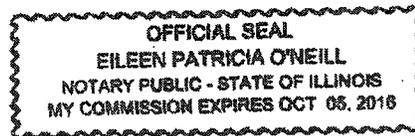
STATE OF IL.)
) SS.
COUNTY OF COOK)

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 SEVCIK, 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 company by signing the name of the company by himself as the CHIEF RISK OFFICER.

AS WITNESS my hand and notarial seal.

Eileen Patricia O'Neill
Notary Public

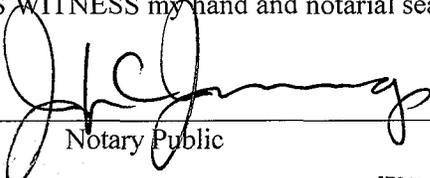
My commission expires: 10/5/2016



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

My commission expires:  **JENNIFER C. JENNINGS**
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

EXHIBIT NO. 1
 TO MEMORANDUM OF LEASE AGREEMENT
 DESCRIPTION OF UNITS

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

<u>Car Mark</u>	<u>Car Mark</u>	<u>Car Mark</u>	<u>Car Mark</u>
<u>FMSX</u>	<u>FMSX</u>	<u>FMSX</u>	<u>FMSX</u>
3245	3411	3450	3497
3250	3412	3451	3498
3354	3413	3452	3499
3355	3414	3453	3500
3356	3415	3454	3501
3357	3416	3455	3502
3362	3417	3456	3503
3365	3418	3457	3504
3368	3419	3458	3506
3373	3420	3459	3507
3376	3421	3460	3508
3381	3422	3461	3509
3384	3423	3463	3510
3385	3424	3464	3511
3386	3425	3465	3512
3387	3426	3466	3513
3388	3427	3467	3514
3389	3428	3468	3515
3390	3429	3469	3516
3391	3430	3470	3517
3392	3431	3471	3518
3393	3432	3472	3519
3394	3433	3473	3520
3395	3434	3474	3521
3396	3435	3475	3522
3397	3436	3476	3523
3398	3437	3477	3524
3399	3438	3479	3525
3400	3439	3480	3526
3401	3440	3481	3527
3402	3441	3487	3528
3403	3442	3488	3529
3404	3443	3489	3530
3405	3444	3491	3531
3406	3445	3492	3532
3407	3446	3493	3535
3408	3447	3494	3539
3409	3448	3495	3540
3410	3449	3496	