

LAW OFFICES OF  
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November 6, 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 November 6, 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-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  
November 6, 2015  
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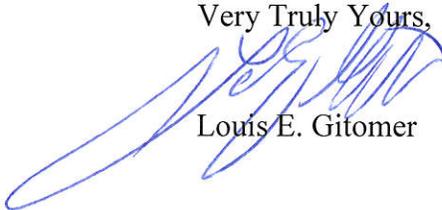
A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 65 covered hopper cars numbered FMSX 3220, 3224, 3225, 3252-3265, inclusive, 3268-3275, inclusive, 3290, 3292, 3308, 3310, 3312-3321, inclusive, 3323-3325, inclusive, 3328-3336, inclusive, 3366, 3367, 3369-3372, inclusive, 3374, 3375, 3377-3380, inclusive, 3382, and 3383.

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 65 covered hopper cars numbered FMSX 3220, 3224, 3225, 3252-3265, inclusive, 3268-3275, inclusive, 3290, 3292, 3308, 3310, 3312-3321, inclusive, 3323-3325, inclusive, 3328-3336, inclusive, 3366, 3367, 3369-3372, inclusive, 3374, 3375, 3377-3380, inclusive, 3382, and 3383.

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**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD**  
**PURSUANT TO 49 U.S.C. § 11301**  
**on \_\_\_\_\_, 2015 at \_\_:\_\_.m.**

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES**

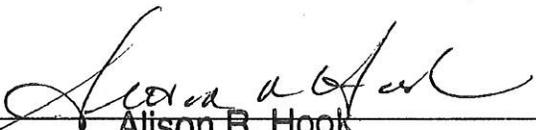
THIS **MEMORANDUM OF ASSIGNMENT OF SUBLEASES** is effective as of November 6, 2015, by and between **FAIRMOUNT SANTROL INC.**, a Delaware corporation (“Fairmount”), **FML TERMINAL LOGISTICS, LLC**, an Ohio limited liability company (“FML Terminal”), **TECHNISAND, INC.**, a Delaware corporation (“Technisand”), **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 001 dated November 6, 2015 (the “Supplement Number 001”) to that certain Subleasing Consent and Amendment dated as of October 30, 2015 (as amended and collectively with the Supplement Number 001, 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**

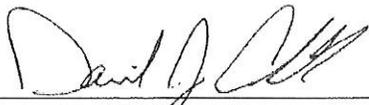
By: \_\_\_\_\_  
Name: David J. Crandall  
Title: Vice President, General Counsel & Secretary

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. Grandall  
Title: Vice President, General Counsel & Secretary



STATE OF Ohio )  
 ) ss.  
COUNTY OF Geauga )

I HEREBY CERTIFY, that on this 6 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  
My commission expires: 4-19-2020



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

**EXHIBIT A**  
**DESCRIPTION OF UNITS**

65 Gunderson-Concarril S.A. de C.V. built covered hopper cars, bearing the following reporting marks and numbers: FMSX 3220, FMSX 3224 through 3225, inclusive, FMSX 3252 through 3265, inclusive, FMSX 3268 through 3275, inclusive, FMSX 3290, FMSX 3292, FMSX 3308, FMSX 3310, FMSX 3312 through 3321, inclusive, FMSX 3323 through 3325, inclusive, FMSX 3328 through 3336, inclusive, FMSX 3366 through 3367, inclusive, FMSX 3369 through 3372, inclusive, FMSX 3374 through 3375, inclusive, FMSX 3377 through 3380, inclusive, and FMSX 3382 through 3383, inclusive.

Sublessee: Shale Energy Support, LLC d/b/a Shale Support, LLC