

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

RECORDATION NO. 31839-B  
FILED AUGUST 20, 2015 4:24 PM  
SURFACE TRANSPORTATION BOARD

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410-296-2205

August 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 Assignment of Subleases, a secondary document, dated as of August 20, 2015. The primary document to which this is connected is recorded under Recordation No. 31839. We request that this document be recorded under Recordation No. 31839-B.

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

Assignors:

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

Assignee:

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

Ms. Cynthia T. Brown  
August 20, 2015  
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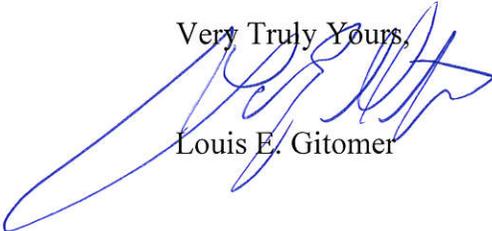
A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 14 Covered Hopper Cars numbered FMSX 1150, 1151, 1155, 1167, 1171, 1172, 1173, and 1175-1181, inclusive.

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 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, FML Resin, LLC, 8834 Mayfield Road, Chesterland, OH 44026, and Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, covering 14 Covered Hopper Cars numbered FMSX 1150, 1151, 1155, 1167, 1171, 1172, 1173, and 1175-1181, inclusive.

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 August 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 (together with its successors and assigns, “Lessor”), with reference to the following:

Lessee, as lessee, and Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of August 20, 2015 (as amended, 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 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: Denise C. Simpson  
Name: Denise C. Simpson  
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 RHODE ISLAND )  
 ) ss.  
COUNTY OF Providence )

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of July, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Denise Simpson, 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.

Lucille Corrado Dionne  
Notary Public

My commission expires: \_\_\_\_\_

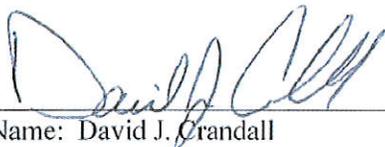
LUCILLE CORRADO DIONNE  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES FEB. 28, 2018

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. Crandall  
Title: Vice President, General Counsel & Secretary

STATE OF Ohio )  
 ) ss.  
COUNTY OF Geauga )

I HEREBY CERTIFY, that on this 30 day of July, 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, GC + 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, GC + Secretary of said company by signing the name of the company by himself as the VP, GC + 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**

14 Trinity-built covered hopper cars, bearing the following reporting marks and numbers: FMSX 1150 through 1151, inclusive, FMSX 1155, FMSX 1167, FMSX 1171 through 1173, inclusive, and FMSX 1175 through 1181, inclusive.

Sublessee: Headwaters Resources, Inc.