

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

RECORDATION NO. 31839-C  
FILED AUGUST 20, 2015 4:27 PM  
SURFACE TRANSPORTATION BOARD

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

The document is a Memorandum of Assignment of 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-C.

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

Assignor:

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

Assignee:

The Huntington National Bank  
105 East 4th Street CN01  
Cincinnati, OH 45202

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

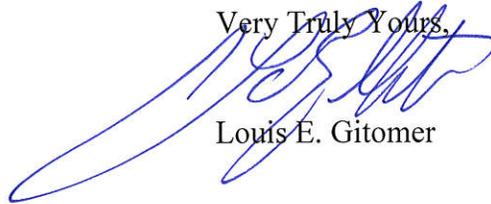
Ms. Cynthia T. Brown  
August 20, 2015  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 Memorandum of Assignment of Subleases between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and The Huntington National Bank, 105 East 4th Street CN01, Cincinnati, OH 45202, 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  
MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between  
THE HUNTINGTON NATIONAL BANK  
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Assignor

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

MEMORANDUM OF ASSIGNMENT  
OF  
MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF MEMORANDUM OF ASSIGNMENT OF SUBLEASES is made and entered into as of August 20, 2015, by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and 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"), as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 27706-90000, dated as of February 20, 2015 (collectively, the "Agreement"), and, pursuant thereto, that certain Schedule No. 009 to Rail Equipment Net Leasing Agreement, dated as of July 31, 2015 (the "Schedule No. 009," together with the Agreement and all documents and instruments executed in connection therewith, collectively, the "Lease"), pertaining to the railcars described therein (the "Railcars") and certain of the Railcars further described on Exhibit No. 1 attached hereto (the "Subleased Railcars").

A Memorandum of Lease as to Schedule No. 009 was recorded with the Surface Transportation Board on July 31, 2015, under Recordation No. 31839.

Assignor, Lessee and HEADWATERS RESOURCES, INC. ("Sublessee"), as Sublessee, have heretofore executed that certain Subleasing Consent and Amendment, dated as of August 20, 2015 (the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Assignor a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the Subleased Railcars, 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 Subleased Railcars under the Agreement, the Schedules thereto and the Lease Agreement (each as defined in the Subleasing Consent and Amendment).

Assignor, Lessee and Sublessee have heretofore executed that certain Equipment Sublease Agreement, dated as of June 4, 2015 (the "Equipment Sublease Agreement"), pursuant to which Lessee has subleased the Subleased Railcars to Sublessee.

A Memorandum of Assignment of Subleases between Assignor and Lessee as to Schedule No. 001 to the Equipment Sublease Agreement and the Subleased Railcars subject thereto was recorded with the Surface Transportation Board on August 20, 2015.

Assignor and Assignee have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.

A Memorandum of Assignment of Lease between Assignor and Assignee as to Schedule No. 009 and the Railcars subject thereto was recorded with the Surface Transportation Board on July 31, 2015.

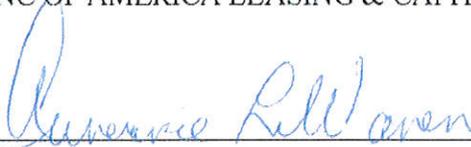
The parties hereto wish to show for public record this Memorandum of Assignment of Memorandum of Assignment of Subleases to provide notice of such assignment.

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

*[signatures appear on next page]*

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

BANC OF AMERICA LEASING & CAPITAL, LLC

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

THE HUNTINGTON NATIONAL BANK

By: \_\_\_\_\_  
Name:  
Title:

STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of July, 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**



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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_  
Name:  
Title:

THE HUNTINGTON NATIONAL BANK

By: Stephanie McDole  
Name: Stephanie McDole  
Title: staff officer

STATE OF Ohio )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )



ALEXANDRA DRESSMAN  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date. Section 147.03 O.R.C.

I HEREBY CERTIFY, that on this 28 day of July, 2015, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie McDole, who acknowledged himself to be the staff officer of THE HUNTINGTON NATIONAL BANK, 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 staff officer of said national banking association by signing the name of the national banking association by himself as the staff officer.

AS WITNESS my hand and notarial seal.

Alexandra Dressman  
Notary Public

My commission expires: never.

**EXHIBIT NO. 1**  
**DESCRIPTION OF RAILCARS**

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.