

LAW OFFICES OF LOUIS E. GITOMER, LLC
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410-296-2250 LOU@LGRAILLAW.COM

February 28, 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 Memorandum of Assignment of Subleases, a secondary document, dated as of February 27, 2015. The primary document to which this is connected is recorded under Recordation No. 31603. We request that this document be recorded under Recordation No. 31603-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:

Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

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A description of the equipment covered by the Memorandum of Assignment of Memorandum of Assignment of Subleases consists of 150 Covered Hopper Cars numbered FMSX 1350-1499, 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 Memorandum of Assignment of Subleases between Banc of America Leasing and Capital, LLC, One Financial Center, Providence, RI 02903, and Midwest Railcar Corporation, 4949 Autumn Oaks Drive Suite B, Maryville, IL 62062, covering 150 Covered Hopper Cars numbered FMSX 1350-1499, inclusive.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT
OF
MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between
MIDWEST RAILCAR CORPORATION
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 February __, 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 February ~~27~~ 2015, by and between MIDWEST RAILCAR CORPORATION (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. 001 to Rail Equipment Net Leasing Agreement, dated as of February 20, 2015 (the "Schedule No. 001," together with the Agreement and all documents and instruments executed in connection therewith, collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

A Memorandum of Lease as to Schedule No. 001 was recorded with the Surface Transportation Board on February 20, 2015, under Recordation No. 31603.

Assignor, Lessee and FTS INTERNATIONAL SERVICES, LLC ("Sublessee"), as Sublessee, have heretofore executed that certain Subleasing Consent and Amendment, dated as of February 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 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 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 February 20, 2015, pursuant to which Lessee has subleased the Railcars to Sublessee.

A Memorandum of Assignment of Sublease between Assignor and Lessee as to Schedule No. 001 and the Railcars subject thereto was recorded with the Surface Transportation Board on February __, 2015.

Assignor and Assignee have executed that certain Specification of Assigned Interest 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. 001 and the Railcars subject thereto was recorded with the Surface Transportation Board on February __, 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 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:



Name: Richard M. Folio

Title: Executive Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By:

Name:

Title:

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

MIDWEST RAILCAR CORPORATION

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

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

STATE OF MARYLAND)
CITY) ss.
~~COUNTY OF~~ BALTIMORE)

I HEREBY CERTIFY, that on this 24th day of February, 2015, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Executive Vice President of MIDWEST RAILCAR CORPORATION, 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 Executive Vice President of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

Henryka W. Gryc Craig
Notary Public

My commission expires: _____

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~ 7/8/18

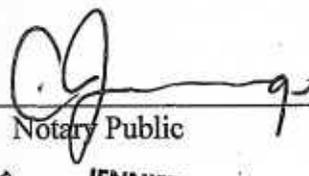
COMMONWEALTH OF MASSACHUSETTS)

) ss.

COUNTY OF SUFFOLK)

I HEREBY CERTIFY, that on this 25th day of February, 2015, before me, the undersigned, a Notary Public of the Commonwealth of Massachusetts, personally appeared Annemarie L. Warren, 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 Vice President 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: _____



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

EXHIBIT NO. 1
DESCRIPTION OF RAILCARS

150 Trinity-built covered hopper cars, bearing the following reporting marks and numbers:
FMSX 1350 through 1499, inclusive.

Sublessee: FTS International Services, LLC