

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 Lease Agreement, a primary document, dated as of November 24, 2015. We request that this document be given the next available recordation number.

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

Lessor:

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

Lessees:

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 24, 2015
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A description of the equipment covered by the Memorandum of Lease Agreement 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.

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 Lease Agreement 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 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 LEASE AGREEMENT

dated as of November 21, 2015

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

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2015 at _____: _____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 24, 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 (“Lessor”), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the “Railcars”).

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 27706-90000 dated as of February 20, 2015, and Schedule No. 017 thereto and incorporating the terms thereof, dated as of November 24, 2015 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

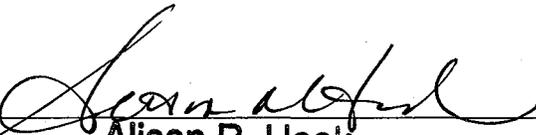
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement 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

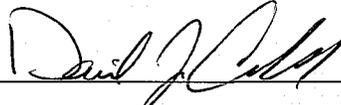
By: _____
Name: David J. Crandall
Title: Vice President, General Counsel & Secretary

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name: _____
Title: _____

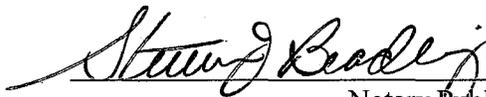
FAIRMOUNT SANTROL INC.
FML TERMINAL LOGISTICS, LLC
TECHNISAND, INC.
WEDRON SILICA COMPANY
FML SAND, LLC
WISCONSIN INDUSTRIAL SAND COMPANY, L.L.C.
WISCONSIN SPECIALTY SANDS, INC.
SHAKOPEE SAND LLC
FML RESIN, LLC

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

STATE OF RHODE ISLAND)
) ss.
COUNTY OF PROVIDENCE)

I HEREBY CERTIFY, that on this 19 day of November, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. Hook 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 person of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.



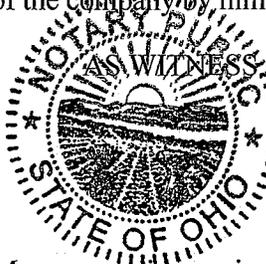
Notary Public

My commission expires: Nov. 10, 2018

STEVEN J BEADLING NOTARY PUBLIC STATE OF RHODE ISLAND MY COMMISSION EXPIRES NOV. 10, 2018
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STATE OF Ohio)
) ss.
COUNTY OF Geauga)

I HEREBY CERTIFY, that on this 23 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, State of Ohio
Geauga County
My Comm. Expires 4-19-2020

Laura B Vargo

Notary Public

My commission expires: 4-19-2020

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

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	