

Tina Amico
VP, Contracts
CIT Rail



August 29, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 31354
FILED AUGUST 29, 2014 01:27 PM
SURFACE TRANSPORTATION BOARD

RE: MIDF01002

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as April 1, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: M-I L.L.C.
5950 North Course Drive
Post Office Box 42842
Houston, TX 77072

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CEFX 95307 and CEFX 95309 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5907 f: 312.906.5833
Tina.Amico@cit.com

MEMORANDUM OF RAILCAR LEASE

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this _____ day of _____, 2014, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and M-I L.L.C., a Delaware limited liability company, with an address 5950 North Course Drive, Houston, TX 77072, (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Agreement") dated as of February 14, 2001. Pursuant to the Agreement, Lessor and Lessee entered into Schedule No. 02 thereto dated as of April 1, 2001 (as previously extended by Extension to Lease Schedule No. 02 dated as of November 7, 2006, and effective as of July 1, 2006; and as previously amended by Amendment No. 01 dated April 27, 2011, and effective July 1, 2011, the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

Lessor:
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: [Signature]
Title: SVP - Legal

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

Lessee:
M-I L.L.C.
By: [Signature]
Name: NESTOR DABOIN
Title: PRESIDENT

SCHEDULE A

Quantity

2

Equipment Description

2,785 c.f. food grade PD
covered hopper cars, lined

Reporting Marks and Numbers

CEFX 95307
CEFX 95309