

Tina Amico
VP, Contracts
CIT Rail



September 8, 2014

RECORDATION NO. 31383
FILED SEPTEMBER 08, 2014 03:43 PM
SURFACE TRANSPORTATION BOARD

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

RE: SBGR0301

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 August 26, 2014, 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: Schlumberger Technology Corp.
300 Schlumberger Drive
Sugar Land, TX 77478

Lessor: CIT Railcar Funding Company, LLC
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 CITX 800819 through CITX 800927 non inclusive 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

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26 day of August, 2014, is made by CIT Railcar Funding Company, LLC, a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and Schlumberger Technology Corp., a Texas corporation, with an address at 300 Schlumberger Drive, Sugar Land, Texas, 77478 (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 July 23, 2007. Pursuant to the Agreement, Lessor and Lessee entered into Schedule No. 01 thereto dated as of July 23, 2007 (as previously amended by Amendment No. 01 dated as of May 6, 2014, 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:
CIT RAILCAR FUNDING COMPANY, LLC
By: THE CIT GROUP/EQUIPMENT FINANCING, INC., as Manager

By: [Signature]
Name: John [Signature]
Title: SUP. [Signature]

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:
SCHLUMBERGER TECHNOLOGY CORP.
By: [Signature]
Name: David McGarthland
Title: Financial Controller
North America Land
Pressure Pumping Services

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
49	3,260 c.f. covered hopper cars with gravity gates and round hatches.	CITX	800819
		CITX	800820
		CITX	800821
		CITX	800822
		CITX	800823
		CITX	800824
		CITX	800825
		CITX	800846
		CITX	800847
		CITX	800848
		CITX	800849
		CITX	800850
		CITX	800851
		CITX	800852
		CITX	800853
		CITX	800855
		CITX	800870
		CITX	800871
		CITX	800872
		CITX	800873
		CITX	800874
		CITX	800875
		CITX	800876
		CITX	800877
		CITX	800878
		CITX	800879
		CITX	800880
		CITX	800881
		CITX	800882
		CITX	800884
		CITX	800908
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		CITX	800924
		CITX	800925
		CITX	800926
		CITX	800927

