RECORDATION NO 29767-A FILD
October 17, 2013 07:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 16, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lessee's Interest in Lease, dated as of September 5, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 29767.

The names and addresses of the parties to the enclosed document are:

Assignor: FTS International Services, LLC, (f/k/a Frac Tech Services, LLC)
16858 IH20
Cisco, TX 76437

Assignee: FML Terminal Logistics, LLC
350 N Saint Paul St Ste 2900
Dallas, TX 75201-4234

A description of the railroad equipment covered by the enclosed document is:

300 covered hopper railcars: MQRX 113151 - MQRX 113450.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lessee's Interest in Lease.

Also enclosed is a check in the amount of $44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE

BETWEEN

FTS INTERNATIONAL SERVICES, LLC
f/k/a FRAC TECH SERVICES, LLC
("***ASSIGNOR***")

AND

FML TERMINAL LOGISTICS, LLC
("***ASSIGNEE***")

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MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE (this "***Memorandum***") is dated as of September 5, 2013 by and between FTS INTERNATIONAL SERVICES f/k/a FRAC TECH SERVICES, LLC, a Texas limited liability company ("***Assignor***"), and FML TERMINAL LOGISTICS, LLC, an Ohio limited liability company ("***Assignee***").

1. Assignor and Macquarie Rail Inc., a Delaware corporation ("***Lessor***") have entered into a Railcar Leasing Agreement (Full Service), dated as of March 31, 2010 (the "***Lease***"), under the terms of which Lessor has agreed to lease to Assignor 300 3,281 ft^3 286,000 gross rail load covered hoppers (each a "***Railcar***") pursuant to Rider 3, Rider 4 and Rider 5 to the Lease (the "***Riders***"), which Railcars bear marks and numbers as follows:

   MQRX 113151-113450

2. A memorandum evidencing the Lease (insofar as the Lease affects the Railcars specified in the Riders) was recorded at the Surface Transportation Board pursuant to Section 11301 of Title 49 of United States Code on May 5, 2011 at 12:00 p.m. with Recordation Number 29767.

3. Assignor has assigned its interest as lessee in the Lease to Assignee with respect to the Railcars, and Assignee has accepted the assignment of Assignor's interest as lessee in the Lease with respect to the Railcars.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed on the date first above written, for the purpose of recording with the Surface Transportation board.

Assignor: FTS INTERNATIONAL SERVICES, LLC f/k/a FRAC TECH SERVICES, LLC
I, Coy Randle, certify that I am President & Chief Operating Officer of FTS INTERNATIONAL SERVICES, LLC, a Texas limited liability company, that the foregoing instrument was signed on behalf of the limited liability company by authority of its manages or members (as appropriate), and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare (certify, verify or state) under penalty of perjury (under the laws of the United States, if executed outside the United States of America) that the foregoing is true and correct.

Executed on the date indicated below.

By: _____
Title: President & Chief Operating Officer
Date: 9/30/13

Assignee: FML TERMINAL LOGISTICS, LLC

I, Christopher Nagel (name of signer), certify that I am CFO (title of office) of FML TERMINAL LOGISTICS, LLC, an Ohio limited liability company, that the foregoing instrument was signed on behalf of the limited liability company by authority of its manages or members (as appropriate), and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare (certify, verify or state) under penalty of perjury (under the laws of the United States, if executed outside the United States of America) that the foregoing is true and correct.

Executed on the date indicated below.

By: C J Nagel

Title: Chief Financial Officer

Date: 10/1/13

STATE OF TEXAS)
) ss.:
COUNTY OF TARRANT)

On this 30th day of September, 2013, before me personally appeared Coy Randle, to me personally known, who being by me duly sworn says that he/she is the President & Chief Operating Officer of FTS International Services, LLC and that the foregoing instrument was signed on behalf of said company, and he\she acknowledged that the execution of the said instrument was his free act and deed.

MB Bodiford
Notary Public

MARY BETH BODIFORD
Notary Public, State of Texas
My Commission Expires
July 21, 2015

Printed Name: Mary Beth Bodiford

My Commission Expires: July 21, 2015

STATE OF OHIO)
) ss.:
COUNTY OF Geauga)

The foregoing instrument was acknowledged before me this 1st of October, 2013 by Christopher Nagel of FML Terminal Logistics, LLC, an Ohio limited liability company, on behalf of the limited liability company.

Jessica A. O'Reilly
Notary Public

Printed Name: Jessica A. O'Reilly

My Commission Expires: 6/25/17

NOTARIAL SEAL STATE OF OHIO

JESSICA A. O'REILLY
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Geauga County
My Comm. Exp. 6/25/17

61590494.docx

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/16/13

Edward M Luria

Edward M. Luria