

RECORDATION NO. 31321 FILED
AUGUST 07 , 2014 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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August 7, 2014

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 Schedule No. 7 to Master Railcar Lease Agreement, effective as of August 23, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessee: Halliburton Energy Services, Inc.
1700 S. Highway 81
Duncan, OK 73534

Section Chief
August 7, 2014
Page 2

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

109 covered hopper railcars: HWCX 300615, HWCX 300616 and within the series HWCX 169005 – HWCX 169275 and HWC 300035 – HWC 300175 as set forth in the attachment to the document.

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

Memorandum of Schedule No. 7 to Master Railcar Lease Agreement.

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

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #7 TO
MASTER RAILCAR LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

HALLIBURTON ENERGY SERVICES, INC.

as Lessee

MEMORANDUM OF SCHEDULE #7 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #7 TO MASTER RAILCAR LEASE AGREEMENT is effective as of August 23, 2011 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and HALLIBURTON ENERGY SERVICES, INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #7 dated August 23, 2011 to the Master Railcar Lease Agreement dated November 30, 2010 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #7.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #7 to Master Railcar Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 9-7-11

HALLIBURTON ENERGY SERVICES, INC.
Lessee

By: 

Printed
Name: David M. Adams

Title: Vice President

Date: August 25, 2011

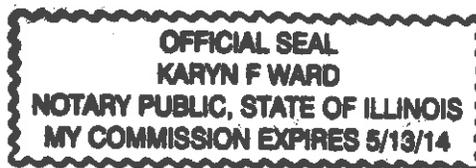
STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 7th day of September, 2011 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on September 7, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karyn F Ward
Notary Public

[Notarial Seal]

My commission expires: 5/13/14



STATE OF Texas, COUNTY OF Harris, TO WIT:

On this 25 day of August, 2011 before me appeared, David Adams, to me personally known, who being by me duly sworn, says that he is a Vice President, of HALLIBURTON ENERGY SERVICES, INC., a Delaware Corporation, that said instrument was signed and sealed on August 25, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Elizabeth M. Shankle
Notary Public

My commission expires:

EXHIBIT A

DESCRIPTION OF CARS:

One Hundred Nine (109) 2980-3300 c.f., 100-ton Covered Hoppers, each with four (4) to eight (8) round centered and/or offset hatches with the following reporting mark and numbers:

| <u>Car Mark & Number</u> |
|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| HWCX 169005 | HWCX 169067 | HWCX 169128 | HWCX 169208 | HWCX 300616 | HWCX 169323 |
| HWCX 169009 | HWCX 169070 | HWCX 169129 | HWCX 169211 | HWCX 169279 | HWCX 169330 |
| HWCX 169011 | HWCX 169072 | HWCX 169139 | HWCX 169213 | HWCX 169283 | HWCX 169336 |
| HWCX 169015 | HWCX 169074 | HWCX 169147 | HWCX 169215 | HWCX 169284 | HWCX 169337 |
| HWCX 169017 | HWCX 169075 | HWCX 169149 | HWCX 169216 | HWCX 169286 | HWCX 169340 |
| HWCX 169018 | HWCX 169083 | HWCX 169155 | HWCX 169217 | HWCX 169288 | HWCX 169342 |
| HWCX 169022 | HWCX 169084 | HWCX 169164 | HWCX 169222 | HWCX 169291 | HWCX 169343 |
| HWCX 169027 | HWCX 169086 | HWCX 169165 | HWCX 169231 | HWCX 169293 | HWCX 169349 |
| HWCX 169030 | HWCX 169089 | HWCX 169166 | HWCX 169232 | HWCX 169294 | HWCX 300035 |
| HWCX 169036 | HWCX 169092 | HWCX 169167 | HWCX 169238 | HWCX 169296 | HWCX 300038 |
| HWCX 169039 | HWCX 169096 | HWCX 169171 | HWCX 169240 | HWCX 169297 | HWCX 300041 |
| HWCX 169040 | HWCX 169100 | HWCX 169174 | HWCX 169252 | HWCX 169298 | HWCX 300042 |
| HWCX 169041 | HWCX 169101 | HWCX 169177 | HWCX 169256 | HWCX 169300 | HWCX 300044 |
| HWCX 169044 | HWCX 169105 | HWCX 169180 | HWCX 169259 | HWCX 169302 | HWCX 300170 |
| HWCX 169045 | HWCX 169115 | HWCX 169196 | HWCX 169262 | HWCX 169307 | |
| HWCX 169050 | HWCX 169116 | HWCX 169197 | HWCX 169268 | HWCX 169308 | |
| HWCX 169060 | HWCX 169119 | HWCX 169200 | HWCX 169275 | HWCX 169309 | |
| HWCX 169061 | HWCX 169121 | HWCX 169202 | HWCX 300175 | HWCX 169311 | |
| HWCX 169065 | HWCX 169123 | HWCX 169205 | HWCX 300615 | HWCX 169322 | |

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: August 7, 2014

Edward M Luria

Edward M. Luria