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RECORDATION NO. 23411-A FILED

July 19, 2001

JUL 23 '01 : 1:20 PM



Taledia Stokes  
Surface Transportation Board SURFACE TRANSPORTATION BOARD  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 1, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **M-I L.L.C.**  
1201 Louisiana, Suite 900, Houston, TX 77002

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **M-I L.L.C.**, covering 6 hopper cars with reporting marks and numbers – CEFX 95307 – CEFX 95312, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23411 dated 3/19/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1<sup>st</sup> day of April, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and M-I L.L.C., a Delaware limited liability company, with an address at 1201 Louisiana, Suite 900, Houston, TX 77002 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 14, 2001 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 3/19/01 as recordation number 23411.

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.

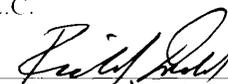
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: RICHARD LATIN  
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Management Committee 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.

M-I L.L.C.

By:   
Name: RICHARD DODD  
Title: MANAGER OF LOGISTICS WORLDWIDE

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity

6

Equipment Description

2785 c.f., p.d. covered hopper  
cars

Car Marks and Numbers

1	CEFX	95307
2	CEFX	95308
3	CEFX	95309
4	CEFX	95310
5	CEFX	95311
6	CEFX	95312