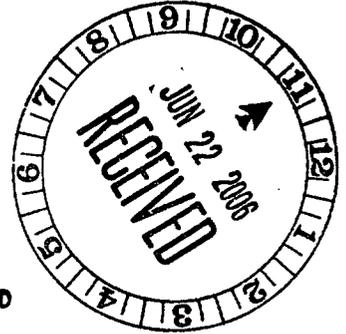




The David J. Joseph Company



June 21, 2006

RECORDATION NO. 26409 FILED

JUN 22 '06

2-25 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreements dated as of June 14, 2006 between the following parties:

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

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of June 14, 2006 related to thirty (30) railcars bearing reporting marks: JTSX 316454 - 480648, sporadic

Please file this agreement as a primary document. The filing fee in amount of \$34.00 is included on the enclosed check for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

Barbara A. Brzezicki
Contract Manager

Enclosures

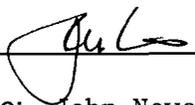
JUN 22 '06

2-25 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 14th day of June, 2006, is intended to evidence the lease dated as of June 14, 2006 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **M-I L.L.C.**, a limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty (30) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY**M-I L.L.C.**By:  _____By:  _____Name: James H. GoetzName: John NewcasterTitle: Executive VP / CFOTitle: Vice President -
Supply Chain ManagementDate: June 14, 2006Date: June 15, 2006

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 14th day of June, 2006, by James H. Goetz, the Executive Vice President and CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Barbara A. Brzezicki
Notary Public

My Commission expires:
2-20-11



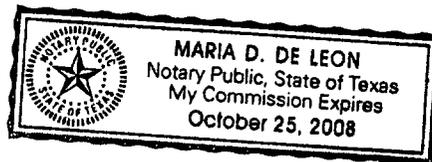
BARBARA A. BRZEICKI
Notary Public, State of Ohio
My Commission Expires 02-20-11

STATE OF TEXAS)
)
COUNTY OF HARRIS) SS:

The foregoing instrument was acknowledged before me this 15th day of June, 2006, by John Newcaster, the Vice President-Supply of M-I L.L.C., a Chain Management limited liability company, on behalf of the corporation.

Maria D. De Leon
Notary Public

My Commission expires:
10/25/08



MARIA D. DE LEON
Notary Public, State of Texas
My Commission Expires
October 25, 2008

EXHIBIT A

To the Memorandum of Lease dated June 14, 2006, between The David J. Joseph Company and M-I L.L.C.

DESCRIPTION OF UNITS

Thirty (30), railcars bearing reporting marks:

JTSX 316454
JTSX 316491
JTSX 466753
JTSX 466766
JTSX 466780
JTSX 466790
JTSX 466801
JTSX 466804
JTSX 466808
JTSX 466812
JTSX 466817
JTSX 466818
JTSX 466825
JTSX 466830
JTSX 466848
JTSX 466854
JTSX 466868
JTSX 466869
JTSX 466876
JTSX 466885
JTSX 466886
JTSX 466893
JTSX 466899
JTSX 466909
JTSX 466910
JTSX 466911
JTSX 466917
JTSX 466918
JTSX 466920
JTSX 480648