

RECORDATION NO. 29697 FILED

MAR 25 '11 -11 40 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 25, 2011

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 Lease, dated as of January 26, 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 document are:

Lessor: Macquarie Rail Inc.
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

Lessee: Superior Well Services, Inc.
1380 Route 286-E
Indiana, PA 15701

Section Chief
March 25, 2011
Page 2

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

12 covered hopper railcars within the series RCLX 169007 - RCLX 169346 as more particularly set forth in the document

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

↙
Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE
BETWEEN
MACQUARIE RAIL INC.
("LESSOR")

AND

SUPERIOR WELL SERVICES, INC.
("LESSEE")

JANUARY 26, 2011

THIS MEMORANDUM OF LEASE is dated as of January 26, 2011 by and between MACQUARIE RAIL INC., a Delaware corporation, ("*Lessor*") and SUPERIOR WELL SERVICES, INC., a Delaware corporation ("*Lessee*").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 12 3,317 ft³ Covered Hoppers (263,000 GRL) (each, a "*Car*") bearing marks and numbers as follows:

RCLX 169007, RCLX 169080, RCLX 169097, RCLX 169142, RCLX 169150, RCLX 169153, RCLX 169170, RCLX 169209, RCLX 169230, RCLX 169281, RCLX 169326 and RCLX 169346

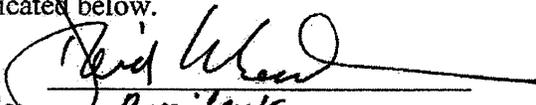
2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.

3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

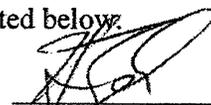
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

I, DAVID M. GAWAROS (name of signor), certify that I am PRESIDENT of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: 
Title: President
Date: 1/27/11

I, Harry Zauber (name of signor), certify that I am Senior Vice President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: 
Title: Senior Vice President
Date: 1/27/11

Lessee: SUPERIOR WELL SERVICES, INC.

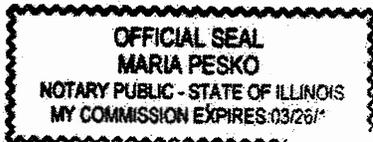
I, DAVID M. NEEL (name of signor), certify that I am MANAGER OF TRANSPORTATION MANAGER (title of office) of SUPERIOR WELL SERVICES, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation 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 corporation. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 
Title: TRANSPORTATION MANAGER
Date: 1/26/2011

STATE OF ILLINOIS

COUNTY OF COOK

On this 27 day of January 2011, before me personally appeared David M. Edwards to me personally known, who being by me duly sworn, says that he is the President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



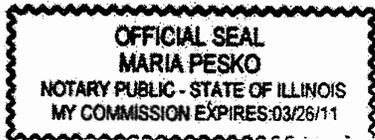
[Signature]
NOTARY PUBLIC

My commission expires: 3/26/11

STATE OF ILLINOIS

COUNTY OF COOK

On this 27 day of January 2011, before me personally appeared Harry Zander, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



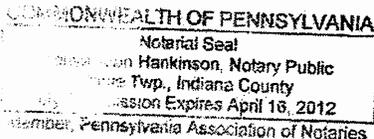
[Signature]
NOTARY PUBLIC

My commission expires: 3/26/11

STATE OF Pennsylvania

COUNTY OF Indiana

On this 26 day of January 2011, before me personally appeared David M. Neel, to me personally known, who being by me duly sworn, says that he is the Transportation manager of SUPERIOR WELL SERVICES, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC

My commission expires April 16, 2012

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

3/25/11



Robert W. Alvord