



RECORDATION NO. 30053 FILED

DEC 30 '11 -2 58 PM

SURFACE TRANSPORTATION BOARD

December 29, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of December 21, 2011 between the following parties:

Lessee.	M-I LLC 5950 North Course Drive Houston, TX 77242
Lessor	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (33) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of December 21, 2011 related to thirty-three (33) railcars bearing reporting marks JTSX 46153-488633, sporadic

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. 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) 419-6062

Sincerely,

A handwritten signature in black ink that reads 'Julie Woodard'.

Julie Woodard
Contract Manager

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MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 21st day of December, 2011, is intended to evidence the lease dated as of December 21, 2011 (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-three (33) 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: Kelly C Poellen
Name: Kelly C. Poellen
Title: VP Finance Brokerage
Date: 12-21-11

By: Anita Edmondson
Name: Anita Edmondson
Title: Director Central Supply Chain
Date: 12-21-11

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 21 day of December, 2011, by Kelly C. Pellen, the VP Finance, Brokerage of The David J Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

~~My Commission has no expiration.~~



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF Texas)
)
COUNTY OF Harris) SS:

The foregoing instrument was acknowledged before me this 21st day of December, 2011, by Anita Edmondson, the Director Control of M-I L.L.C., a limited liability company, on behalf of Supply Chain the company.

Barbara A. Williams
Notary Public

My Commission expires:



EXHIBIT A

To the Memorandum of Lease dated December 21, 2011, between The David J Joseph Company and M-I L.L.C.

DESCRIPTION OF UNITS

Thirty-three (33), railcars bearing reporting marks:

JTSX046153
JTSX049253
JTSX050403
JTSX050404
JTSX053809
JTSX053886
JTSX053929
JTSX054686
JTSX055144
JTSX055227
JTSX055383
JTSX055439
JTSX055440
JTSX055674
JTSX055681
JTSX055686
JTSX055694
JTSX063341
JTSX065011
JTSX190525
JTSX190759
JTSX478915
JTSX480955
JTSX046146
JTSX046154
JTSX055387
JTSX055373
JTSX050452
JTSX055361
JTSX800520
JTSX053610
JTSX049234
JTSX488633