

Tina Amico
AVP, Contracts
CIT Rail

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SURFACE TRANSPORTATION BOARD



April 9, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: BHUG03002

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as **July 8, 2011**, a **primary** document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: BJ Services Company, U.S.A.
11211 FM 2920
Tomball, TX 77375

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **CEFX 313204 through CEFX 313295, inclusive** as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s/

Tina Amico
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t 312.906.907 f 312.906.5833
tina.amico@cit.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8th day of July, 2011, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and BJ SERVICES COMPANY, U.S.A. a Delaware corporation, with an address at 11211 FM 2920 Tomball, TX 77375 (the "Lessee" and, together with the Lessor, the "Parties").

RECORDATION NO. 30161 FILED

KNOW ALL PERSONS BY THESE PRESENTS THAT:

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WHEREAS, the Lessor and the Lessee are parties to that certain Master Lease (the "Master Lease") dated as of June 23, 2011 and Schedule No. 02 thereto dated as of July 8, 2011 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

RAILROAD TRANSPORTATION BOARD

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: [Signature]
Name: TIM KEASLING
Title: SVP - 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 Board of Directors 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.

BJ SERVICES COMPANY, U.S.A.

By: [Signature]
Name: Lindsay Link
Title: Vice President



Schedule A

<u>Quantity</u>	<u>Equipment Description</u>
92	3,260 c.f. gravity covered hopper cars

Reporting Marks and Numbers

1	CEFX	313204	32	CEFX	313235	63	CEFX	313266
2	CEFX	313205	33	CEFX	313236	64	CEFX	313267
3	CEFX	313206	34	CEFX	313237	65	CEFX	313268
4	CEFX	313207	35	CEFX	313238	66	CEFX	313269
5	CEFX	313208	36	CEFX	313239	67	CEFX	313270
6	CEFX	313209	37	CEFX	313240	68	CEFX	313271
7	CEFX	313210	38	CEFX	313241	69	CEFX	313272
8	CEFX	313211	39	CEFX	313242	70	CEFX	313273
9	CEFX	313212	40	CEFX	313243	71	CEFX	313274
10	CEFX	313213	41	CEFX	313244	72	CEFX	313275
11	CEFX	313214	42	CEFX	313245	73	CEFX	313276
12	CEFX	313215	43	CEFX	313246	74	CEFX	313277
13	CEFX	313216	44	CEFX	313247	75	CEFX	313278
14	CEFX	313217	45	CEFX	313248	76	CEFX	313279
15	CEFX	313218	46	CEFX	313249	77	CEFX	313280
16	CEFX	313219	47	CEFX	313250	78	CEFX	313281
17	CEFX	313220	48	CEFX	313251	79	CEFX	313282
18	CEFX	313221	49	CEFX	313252	80	CEFX	313283
19	CEFX	313222	50	CEFX	313253	81	CEFX	313284
20	CEFX	313223	51	CEFX	313254	82	CEFX	313285
21	CEFX	313224	52	CEFX	313255	83	CEFX	313286
22	CEFX	313225	53	CEFX	313256	84	CEFX	313287
23	CEFX	313226	54	CEFX	313257	85	CEFX	313288
24	CEFX	313227	55	CEFX	313258	86	CEFX	313289
25	CEFX	313228	56	CEFX	313259	87	CEFX	313290
26	CEFX	313229	57	CEFX	313260	88	CEFX	313291
27	CEFX	313230	58	CEFX	313261	89	CEFX	313292
28	CEFX	313231	59	CEFX	313262	90	CEFX	313293
29	CEFX	313232	60	CEFX	313263	91	CEFX	313294
30	CEFX	313233	61	CEFX	313264	92	CEFX	313295
31	CEFX	313234	62	CEFX	313265			