

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

May 14, 2012

RECORDATION NO. 30219 FILED

MAY 16 '12 -2 51 PM

SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

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 are two (2) originals and three (3) photocopies of a Memorandum of Schedule No. 2 dated as of May 1, 2012, and effective as of April 19, 2012, to Lease Agreement dated as of January 31, 2012 and effective as of November 1, 2011, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: FTS International Services, LLC
777 Main Street, Suite 3000
Fort Worth, TX 76102

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

One hundred (100) 3,250 cubic foot capacity covered hopper railcars marked and numbered AOKX 496605 through AOKX 496704, inclusive.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

FTS INTERNATIONAL SERVICES, LLC ("LESSEE")

SCHEDULE NO. 2

DATED: May 1, 2012

EFFECTIVE: APRIL 19, 2012

Memorandum of Schedule No. 2 dated as of May 1, 2012 and effective as of April 19, 2012, to a Lease Agreement made and entered into as of as of January 31, 2012 and effective as of November 1, 2011, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and FTS International Services, LLC, a Texas limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 3,250 cubic foot capacity covered hopper railcars, bearing marks and numbers as follows: AOKX 496605 to AOKX 496704, inclusive.
2. Schedule No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

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

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: J.T. Sharp

NAME: J.T. Sharp

TITLE: President

LESSEE:

FTS INTERNATIONAL SERVICES, LLC

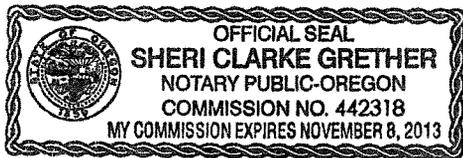
BY: Dan Patterson

NAME: Dan Patterson

TITLE: Sr Vice President Accounting & Corporate Controller

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 4th day of May, 2012, before me personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 1 day of May, 2012, before me personally appeared Dan Patterson, to me personally known, who being by me duly sworn, says that s/he is the Sr Vice President Accounting & Corporate Controller of FTS International Services, LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Thea Bratton
NOTARY PUBLIC
My commission expires: 8.22.2012

