

RECORDATION NO 30400

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September 27, 2012 03:15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

September 27, 2012

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 Schedule #7 to Full Service Master Lease Agreement, dated as of April 29, 2011, 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:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	BJ Services Company, now known as Baker Hughes Oilfield Operations, Inc. 2929 Allen Parkway # 2100 Houston, TX 77019

Chief
Section of Administration
September 27, 2012
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A description of the railroad equipment covered by the enclosed document is:

150 covered hopper railcars: AEX 000175, ITGX 12705, RMGX 173976 and within the series AEX 009638 - AEX 019145 as more particularly set forth in the attachment to the document

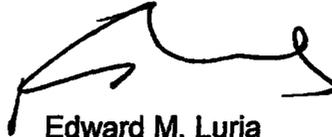
A short summary of the document to appear in the index is:

Memorandum of Schedule #7 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

THE ANDERSONS, INC.

**MEMORANDUM OF SCHEDULE #7 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

THE ANDERSONS, INC.

as Lessor

and

BJ SERVICES COMPANY, U.S.A.

as Lessee

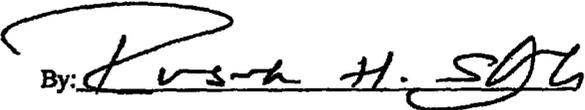
MEMORANDUM OF SCHEDULE #7 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #7 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of April 29, 2011, by and between THE ANDERSONS, INC, an Ohio Corporation ("Lessor"), and BJ SERVICES COMPANY, U.S.A., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #7 dated April 29, 2011 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of March 1, 2010 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #7.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #7 to Full Service Master Lease Agreement to be executed as of the date first above written.

THE ANDERSONS, INC.
Lessor

By: 

Printed

Name: RASESH H. SHAH

Title: PRESIDENT RAIL GROUP

Date: 5/10/2011

BJ SERVICES COMPANY, U.S.A.
Lessee

By: 

Printed

Name: Lindsay Link

Title: Vice President

Date: 05/05/11



STATE OF OHIO, COUNTY OF LUCAS, TO WIT:

On this 10th day of May, 2011 before me appeared, Rasesh H. SHAH to me personally known, who being by me duly sworn, says that he is the PRESIDENT, Rail Group of THE ANDERSONS, INC., an Ohio Corporation, that said instrument was signed on May 10, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:



Julie Ann Dible
Notary Public

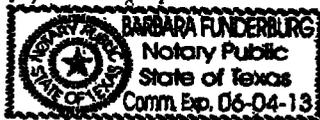
JULIE ANN DIBLE
Notary Public, State of Ohio
Commission Expires 9-28-2015

STATE OF Texas, COUNTY OF Harris, TO WIT.

On this 05 day of May, 2011 before me appeared, Lindsay Link to me personally known, who being by me duly sworn, says that he is a Vice President of BJ SERVICES COMPANY, U.S.A., a Delaware Corporation, that said instrument was signed on May 05, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:



Barbara Funderburg
Notary Public

EXHIBIT A

DESCRIPTION OF RAILCARS

One Hundred and Fifty (150) Railcars with the following reporting marks and numbers:

Reporting Marks and Numbers to be provided by Lessor at a later date

Appendix A (cont.)

**Schedule #7
Description of Cars
One Hundred Fifty (150) Covered Hopper Cars**

1	AEX 000175	51	AEX 010472	101	AEX 016528
2	AEX 001174	52	AEX 010480	102	AEX 016534
3	AEX 001235	53	AEX 011098	103	AEX 016541
4	AEX 001245	54	AEX 011103	104	AEX 016550
5	AEX 001263	55	AEX 011106	105	AEX 016555
6	AEX 001274	56	AEX 011147	106	AEX 016556
7	AEX 001284	57	AEX 011477	107	AEX 016559
8	AEX 009638	58	AEX 011495	108	AEX 016564
9	AEX 009666	59	AEX 011525	109	AEX 016576
10	AEX 009672	60	AEX 011570	110	AEX 016582
11	AEX 009674	61	AEX 011577	111	AEX 016594
12	AEX 009675	62	AEX 011586	112	AEX 016596
13	AEX 009676	63	AEX 011803	113	AEX 016611
14	AEX 009679	64	AEX 011617	114	AEX 016612
15	AEX 009688	65	AEX 011619	115	AEX 016629
16	AEX 009928	66	AEX 011629	116	AEX 016637
17	AEX 010030	67	AEX 011635	117	AEX 016651
18	AEX 010032	68	AEX 011655	118	AEX 016654
19	AEX 010049	69	AEX 011701	119	AEX 016655
20	AEX 010057	70	AEX 011788	120	AEX 016656
21	AEX 010058	71	AEX 011791	121	AEX 016666
22	AEX 010059	72	AEX 011798	122	AEX 016671
23	AEX 010070	73	AEX 011807	123	AEX 016674
24	AEX 010077	74	AEX 011848	124	AEX 016678
25	AEX 010097	75	AEX 011882	125	AEX 016680
26	AEX 010103	76	AEX 011955	126	AEX 016682
27	AEX 010116	77	AEX 012486	127	AEX 016687
28	AEX 010143	78	AEX 012519	128	AEX 016693
29	AEX 010186	79	AEX 012590	129	AEX 016695
30	AEX 010195	80	AEX 013444	130	AEX 016697
31	AEX 010203	81	AEX 013555	131	AEX 016700
32	AEX 010341	82	AEX 014584	132	AEX 016727
33	AEX 010342	83	AEX 014588	133	AEX 016728
34	AEX 010343	84	AEX 014595	134	AEX 016755
35	AEX 010357	85	AEX 014603	135	AEX 016820
36	AEX 010377	86	AEX 014608	136	AEX 016840
37	AEX 010378	87	AEX 014610	137	AEX 016842
38	AEX 010382	88	AEX 014616	138	AEX 016903
39	AEX 010391	89	AEX 014745	139	AEX 017490
40	AEX 010394	90	AEX 016220	140	AEX 017496
41	AEX 010404	91	AEX 016472	141	AEX 017508
42	AEX 010413	92	AEX 016480	142	AEX 017567
43	AEX 010422	93	AEX 016485	143	AEX 017574
44	AEX 010423	94	AEX 016499	144	AEX 019077
45	AEX 010428	95	AEX 016501	145	AEX 019104
46	AEX 010440	96	AEX 016503	146	AEX 019137
47	AEX 010445	97	AEX 016504	147	AEX 019142
48	AEX 010449	98	AEX 016507	148	AEX 019145
49	AEX 010454	99	AEX 016514	149	ITGX012705
50	AEX 010460	100	AEX 016520	150	RMGX173976

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/27/12

Edward M. Luria
Edward M. Luria