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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 2, 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 Lease Agreement, dated as of November 2, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Infinity Transportation, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

[Lessee: Baker Hughes Oilfield Operations, Inc.
1625 Broadway # 1300
Denver, CO 80202]

Chief
Section of Administration
November 2, 2012
Page 2

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

100 covered hopper railcars: ITFX 100 - ITFX 199.

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

Memorandum of 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of November 2, 2012 by Infinity Transportation, LLC, a Delaware limited liability company (the "Lessor").

WITNESSETH:

Lessor (as assignee of Midwest Railcar Corporation) and Baker Hughes Oilfield Operations, Inc., as successor-in-interest to BJ Services Company, U.S.A. (the "Lessee") are parties to that certain Full Service Master Lease Agreement (as may be amended, modified and assigned, the "Lease Agreement"), dated as of March 1, 2010, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Schedule incorporated therein.

Lessor and Lessee have executed Schedule #8 to Full Service Master Lease Agreement, dated as of April 29, 2011, and as amended by the First Amendment of Schedule #8, dated as of March 21, 2012, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing the reporting marks and numbers as listed on Exhibit A hereto.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

INFINITY TRANSPORTATION, LLC

By: *Jeffrey E. Edelman*
Jeffrey E. Edelman, President

Executed on this 2 day of November, 2012

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 2 day of November, 2012, before a Notary Public in and for said State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Transportation, LLC, that said instrument was signed on November 2, 2012 on behalf of said limited liability company and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sarah Wilde
Name: *Sarah Wilde*
Notary Public

My Commission Expires: 8/12/13

EXHIBIT A

One hundred (100) railcars (3,250 cubic foot, 286 GRL, 100-ton covered hoppers), bearing the following reporting marks and road numbers:

Car List

Unit #	Car Mark	Car Number
1	ITFX	100
2	ITFX	101
3	ITFX	102
4	ITFX	103
5	ITFX	104
6	ITFX	105
7	ITFX	106
8	ITFX	107
9	ITFX	108
10	ITFX	109
11	ITFX	110
12	ITFX	111
13	ITFX	112
14	ITFX	113
15	ITFX	114
16	ITFX	115
17	ITFX	116
18	ITFX	117
19	ITFX	118
20	ITFX	119
21	ITFX	120
22	ITFX	121
23	ITFX	122
24	ITFX	123
25	ITFX	124

Car List

Unit #	Car Mark	Car Number
26	ITFX	125
27	ITFX	126
28	ITFX	127
29	ITFX	128
30	ITFX	129
31	ITFX	130
32	ITFX	131
33	ITFX	132
34	ITFX	133
35	ITFX	134
36	ITFX	135
37	ITFX	136
38	ITFX	137
39	ITFX	138
40	ITFX	139
41	ITFX	140
42	ITFX	141
43	ITFX	142
44	ITFX	143
45	ITFX	144
46	ITFX	145
47	ITFX	146
48	ITFX	147
49	ITFX	148
50	ITFX	149

Unit #	Car Mark	Car Number
51	ITFX	150
52	ITFX	151
53	ITFX	152
54	ITFX	153
55	ITFX	154
56	ITFX	155
57	ITFX	156
58	ITFX	157
59	ITFX	158
60	ITFX	159
61	ITFX	160
62	ITFX	161
63	ITFX	162
64	ITFX	163
65	ITFX	164
66	ITFX	165
67	ITFX	166
68	ITFX	167
69	ITFX	168
70	ITFX	169
71	ITFX	170
72	ITFX	171
73	ITFX	172
74	ITFX	173
75	ITFX	174

Unit #	Car Mark	Car Number
76	ITFX	175
77	ITFX	176
78	ITFX	177
79	ITFX	178
80	ITFX	179
81	ITFX	180
82	ITFX	181
83	ITFX	182
84	ITFX	183
85	ITFX	184
86	ITFX	185
87	ITFX	186
88	ITFX	187
89	ITFX	188
90	ITFX	189
91	ITFX	190
92	ITFX	191
93	ITFX	192
94	ITFX	193
95	ITFX	194
96	ITFX	195
97	ITFX	196
98	ITFX	197
99	ITFX	198
100	ITFX	199

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: 11/2/12

Edward M Luria
Edward M. Luria