

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars: ITFX 200 - ITFX 299.

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,



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 #9 to Full Service Master Lease Agreement, dated as of April 29, 2011 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 an 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:

Unit #	Car Mark	Car Number
1	ITFX	200
2	ITFX	201
3	ITFX	202
4	ITFX	203
5	ITFX	204
6	ITFX	205
7	ITFX	206
8	ITFX	207
9	ITFX	208
10	ITFX	209
11	ITFX	210
12	ITFX	211
13	ITFX	212
14	ITFX	213
15	ITFX	214
16	ITFX	215
17	ITFX	216
18	ITFX	217
19	ITFX	218
20	ITFX	219
21	ITFX	220
22	ITFX	221
23	ITFX	222
24	ITFX	223
25	ITFX	224

Unit #	Car Mark	Car Number
26	ITFX	225
27	ITFX	226
28	ITFX	227
29	ITFX	228
30	ITFX	229
31	ITFX	230
32	ITFX	231
33	ITFX	232
34	ITFX	233
35	ITFX	234
36	ITFX	235
37	ITFX	236
38	ITFX	237
39	ITFX	238
40	ITFX	239
41	ITFX	240
42	ITFX	241
43	ITFX	242
44	ITFX	243
45	ITFX	244
46	ITFX	245
47	ITFX	246
48	ITFX	247
49	ITFX	248
50	ITFX	249

UNIT #	CAR MARK	CAR NUMBER
51	ITFX	250
52	ITFX	251
53	ITFX	252
54	ITFX	253
55	ITFX	254
56	ITFX	255
57	ITFX	256
58	ITFX	257
59	ITFX	258
60	ITFX	259
61	ITFX	260
62	ITFX	261
63	ITFX	262
64	ITFX	263
65	ITFX	264
66	ITFX	265
67	ITFX	266
68	ITFX	267
69	ITFX	268
70	ITFX	269
71	ITFX	270
72	ITFX	271
73	ITFX	272
74	ITFX	273
75	ITFX	274

UNIT #	CAR MARK	CAR NUMBER
76	ITFX	275
77	ITFX	276
78	ITFX	277
79	ITFX	278
80	ITFX	279
81	ITFX	280
82	ITFX	281
83	ITFX	282
84	ITFX	283
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93	ITFX	292
94	ITFX	293
95	ITFX	294
96	ITFX	295
97	ITFX	296
98	ITFX	297
99	ITFX	298
100	ITFX	299

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