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

29767  
RECORDATION NO. \_\_\_\_\_ FILED

MAY 05 '11 -12 00 PM

SURFACE TRANSPORTATION BOARD

May 5, 2011

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, dated as of April 8, 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: Macquarie Rail Inc.  
233 South Wacker Drive, Suite 5300  
Chicago, IL 60606

Lessee: Frac Tech Services, LLC  
16858 IH20  
Cisco, TX 76437

Section Chief  
May 5, 2011  
Page 2

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

300 covered hopper railcars: MQRX 113151 - MQRX 113450.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE  
BETWEEN  
MACQUARIE RAIL INC.  
("LESSOR")

AND

FRAC TECH SERVICES, LLC  
("LESSEE")

April 8, 2011

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RECORDATION NO. 29767 FILED

MAY 05 '11 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE is dated as of April 8, 2011 by and between MACQUARIE RAIL INC., a Delaware corporation, ("Lessor") and FRAC TECH SERVICES, LLC, a Texas limited liability company ("Lessee").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 300 3.281 ft3 286,000 gross rail load covered hoppers, to be manufactured and as more fully described in Trinity Specification LO-3281-15810 (each, a "Car") bearing marks and numbers as follows:

**MQRX 113151-113450**

2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

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: MACQUARIE RAIL INC.

I, DAVID H. EDWARDS (name of signor), certify that I am President of Macquarie Rail Inc., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature]  
Title: President  
Date: April 8, 2011

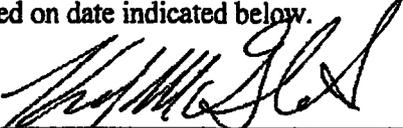
I, MARK BRECHT (name of signor), certify that I am Senior Vice-President of Macquarie Rail Inc., that the instrument was signed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: [Signature]  
Title: Senior Vice-President

Date: 4-8-11

Lessee: Frac Tech Services LLC

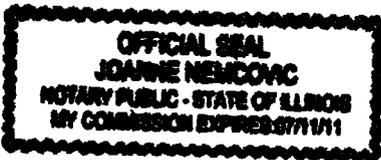
I, Kevin McGlinch (name of signor), certify that I am SVP Finance (title of office) of FRAC TECH SERVICES, LLC, that the instrument was signed on behalf of the company by authority of its managers and/or members. and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By:   
Title: SVP Finance  
Date: 4-8-2011

STATE OF ILLINOIS

COUNTY OF COOK

On this 8<sup>th</sup> day of April, 2011, before me personally appeared David Edwards and Mark Brecht, to me personally known, who being by me duly sworn, says that they are the President and Senior Vice President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



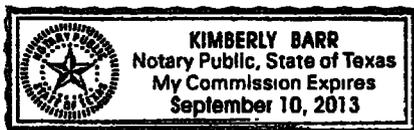
Joanne Newcomer  
NOTARY PUBLIC

My commission expires: 7/11/11

STATE OF TEXAS

COUNTY OF EASTLAND

On this 8<sup>th</sup> day of April, 2011, before me personally appeared Kevin McGlinch, to me personally known, who being by me duly sworn, says that he is the SVP finance of Frac Tech Services, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed



Kimberly Barr  
NOTARY PUBLIC

My commission expires 09-10-2013

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 5/5/11



\_\_\_\_\_  
Robert W. Alvord