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FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

June 1, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease dated May 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29796.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Halliburton Energy Services, Inc
1700 S. Highway 81
Duncan, OK 73534-0207

A description of the railroad equipment covered by the enclosed document is for eight (8) hopper cars; having FURX and NAHX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(HAEN012)

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ASSGN. NO.: HAEN012

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of May, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Halliburton Energy Services, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 17, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

[Signature of John J. Thomas]

Name: JOHN J. THOMAS

By: Susan Grokulskey

Title: PRESIDENT

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 23rd day of May, 2011.

[CORPORATE SEAL]



STATE OF ILLINOIS

COUNTY OF COOK

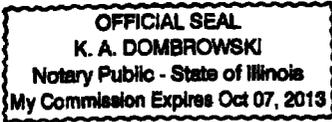
I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of May, 2011.

[Signature of K.A. Dombrowski]
Notary Public

My Commission Expires:

10-7-2013
(Notary Public)



LESSEE:

HALLIBURTON ENERGY SERVICES, INC.

ATTEST:

By: [Signature]

Name: _____

Title: _____

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Harris

I, Brinda F Maxwell, a Notary Public of the County and State aforesaid, certify that David Adams personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10 day of May, 2011.

Brinda F Maxwell
Notary Public

Commission Expires:

08/07/2011
(Notary Public)

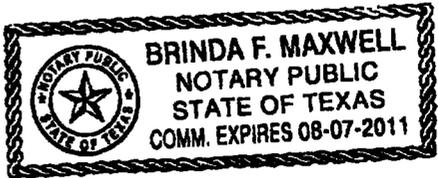


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: 2700-3000 cu. ft. capacity, lined, pressure differential covered hopper
Cars, 263,000 GRL (Car Type: C611)

CAR NUMBERS:

FURX	892557
FURX	892558
FURX	892560
FURX	892567
FURX	892572
FURX	892576
FURX	892578
NAHX	094466*

* To be remarked to FURX 892577