

RECORDATION NO. 29796-E FILED

JUN 03 11 10 59 AM

SURFACE TRANSPORTATION BOARD

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 six (6) hopper cars; having FURX 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

(HAEN013)

JUN 06 '11 - 10 39 AM

ASSGN. NO.: HAEN013

MEMORANDUM OF LEASE

UNITED STATES OF AMERICA
COMMERCIAL 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. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Nov 9, 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]

Name: JOHN J. THOMAS

By: Susan Grokulska

Title: PRESIDENT

Name: SUSAN GROKULSKY
Assistant Director
Title: OF DOCUMENTATION

Executed on this 23rd day of May, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

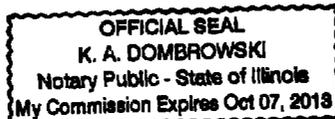
I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

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

[Signature]

Notary Public

My Commission Expires:
10-7-2013
(Notary Public)



LESSEE:

HALLIBURTON ENERGY SERVICES, INC.

ATTEST:

By: Keith A. Terry
Name: Keith A. Terry
Title: Director Brazil Global S.C.

By: _____
Name: _____
Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]



STATE OF Texas
COUNTY OF Harris

I, Kathy Ayres, a Notary Public of the County and State aforesaid, certify that Keith A. Terry 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 29th day of April, 2011.

Kathy Ayres
Notary Public

Commission Expires:
3-3-2014
(Notary Public)

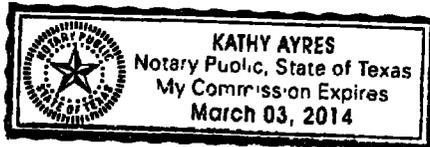


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 3230 cu. ft. capacity, 1997 built, pressure differential covered hopper Cars, 286,000 GRL (Car Type: C612)

CAR NUMBERS:

FURX 892037
FURX 892039
FURX 892041
FURX 892042
FURX 892058
FURX 892064