

RECORDATION NO. 26555-G FILED

AUG 17 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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August 17, 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 Net Railcar Lease, dated as of October 31, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Memorandum of Mortgage previously filed with the Board under Recordation Number 26555-A.

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

Lessor: BBRX Two LLC
545 Steamboat Road
Greenwich, CT 06830

Lessee. Halliburton Energy Services, Inc.
3000 N Sam Houston Parkway E
Houston, TX 77032

Chief
Section of Administration
August 17, 2011
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A description of the railroad equipment covered by the enclosed document is:

24 covered hopper railcars HWCX 1900 – HWCX 1922 (previously marked LCEX 1125 – 1149, excluding 1134 and 1138) and HWCX 1923 (previously marked CEMX 120054).

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

Memorandum of Net Railcar 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

MEMORANDUM OF NET RAILCAR LEASE

AUG 17 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 31st day of October, 2010, to that certain Master Net Railcar Lease dated as of October 31, 2010, between BBRX TWO LLC, a Delaware limited liability company (the "Lessor") and HALLIBURTON ENERGY SERVICES, INC., a Delaware corporation (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties")

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Net Railcar Lease dated as of October 31, 2010 and that certain Schedule No 01 thereto dated as of October 31, 2010 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below

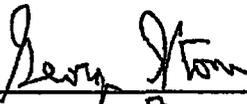
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

This Memorandum of Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Net Railcar Lease to be executed by a duly authorized officer as of the date set forth below.

BBRX TWO LLC, as Lessor

By: 
Name: George Bone
Title: Vice President
Date: Nov 4, 2010

HALLIBURTON ENERGY SERVICES, INC., as Lessee

By: 
Name: David M. Adams
Title: V.P. Production Enhancement
Date: 10/27/10

STATE OF New York)
) SS:
COUNTY OF New York)

On Nov 4, 2010 before me, Indra Bedasie, Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2014

STATE OF TEXAS)

) SS:

COUNTY OF HARRIS)

On Oct 27, 2010, before me, Maribel Cerda, Notary Public, personally appeared DAVID ADAMS personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.

Maribel Cerda

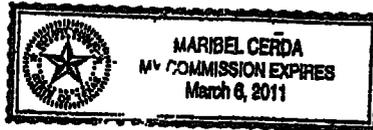


EXHIBIT A

MEMORANDUM OF NET RAILCAR LEASE

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Twenty three (23)	3260 CF covered hopper railcars, AAR Car Type Code C112 built by Trinity Industries in 1998	HWCX 1900 - 1922 (previously marked LCEX 1125 – 1149 excluding LCEX 1134 & 1138)
One (1)	3250 CF covered hopper railcar, AAR Car Type Code C112, built by Thrall Car Manufacturing in 2001	HWCX 1923 (previously marked CEMX 120054)

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. 8/17/11



Robert W. Alvord