

SEP 30 '11 -2 55 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTIFENTH STREET N.W.
SUITE 301
WASHINGTON, D.C.
20036

HERITAGE TRANSPORTATION BOARD

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

September 30, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W
Washington, D C 20423

Dear Ms Brown

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 September 30, 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	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
[Lessee	Frac Tech Services, LLC 16858 Interstate 20 Cisco, TX 76437]

Ms Cynthia T Brown
September 30, 2011
Page 2

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

25 covered hopper railcars TILX 328226 – TILX 328250

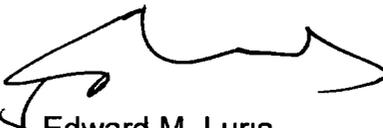
A short summary of the document to appear in the index is

Memorandum of Lease Agreement

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



Edward M Luria

EML/bhs
Enclosures

REGISTRATION NO. 29903 FILED

SEP 30 '11 -2 55 PM

MEMORANDUM OF LEASE AGREEMENT

U.S. DEPARTMENT OF TRANSPORTATION BOARD

Memorandum of Lease Agreement dated as of September 30, 2011 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

Lessor and Frac Tech Services, LLC, a Texas limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated August 1, 2006, 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 Rider incorporated therein.

Lessor and Lessee have executed Rider Nine (9) to Railroad Car Lease Agreement, effective April 1, 2011 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By:  _____

Name: Eric Marchetto

Title: Vice President

Executed on this ^{20th} ~~21st~~ day of September, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 29th day of September 2011, before a Notary Public in an for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the vice President of Trinity Industries Leasing Company, that said instrument was signed on September 29, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County

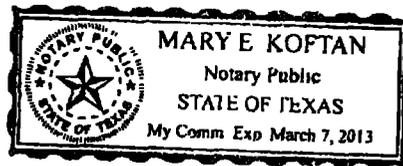


EXHIBIT A

Equipment:	3,281 cubic foot twin covered hopper cars
Quantity:	Twenty-five (25)
Road Numbers:	See attached

Road Numbers

TILX 328226
TILX 328227
TILX 328228
TILX 328229
TILX 328230
TILX 328231
TILX 328232
TILX 328233
TILX 328234
TILX 328235
TILX 328236
TILX 328237
TILX 328238
TILX 328239
TILX 328240
TILX 328241
TILX 328242
TILX 328243
TILX 328244
TILX 328245
TILX 328246
TILX 328247
TILX 328248
TILX 328249
TILX 328250

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 9/30/11

Edward M Luria
Edward M Luria