

AUG 15 '12 -4 37 PM

**SURFACE TRANSPORTATION BOARD**

FIRST UNION RAIL

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

**VIA UPS 2<sup>nd</sup> DAY AIR**

August 13, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re. Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 15, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Oasis Well Services LLC
	One O'Hare Centre		1001 Fannin Street, Suite 1500
	6250 N River Road, Suite 5000		Houston, TX 77002
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for sixty-five (65) hopper cars; having FURX and NDYX 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 Documentation Specialist

Enclosure

(OAWI:001)

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ASSGN. NO.: OAWE001

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~ 15th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of May, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Oasis Well Services LLC ("Lessee"), a Delaware limited liability company corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 30, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 29, 2012 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 15th day of May, 2012.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F Seymour 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 15th day of May, 2012.

Janice L. Enolva  
Notary Public

My Commission Expires:  
8-2-2014  
(Notary Public)



**LESSEE:**

OASIS WELL SERVICES LLC

**ATTEST:**

By: [Signature]

Name: Robin E Hesketh

Title: VP Operations Engineering

By: [Signature]

Name: Carol L Crawford

Title: Executive Assistant

Executed on this 10 day of May, 2012.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Harris

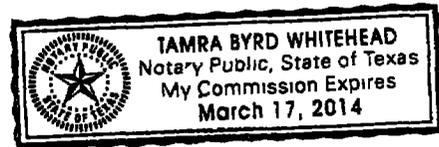
I, Tamra B. Whitehead, a Notary Public of the County and State aforesaid, certify that Robin E. Hesketh personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of May, 2012.

Tamra Byrd Whitehead  
Notary Public

Commission Expires:

March 17, 2014  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Sixty-five (65)

DESCRIPTION OF CARS:    Covered hopper Cars.

CAR NUMBERS:

1	FURX	823102	23	NDYX	822800	45	NDYX	827750
2	FURX	826759	24	NDYX	822969	46	NDYX	827751
3	FURX	839338	25	NDYX	822970	47	NDYX	828000
4	FURX	839343	26	NDYX	823141	48	NDYX	828013
5	FURX	839376	27	NDYX	823339	49	NDYX	828218
6	NDYX	475049	28	NDYX	823631	50	NDYX	828229
7	NDYX	814224	29	NDYX	824523	51	NDYX	828714
8	NDYX	816810	30	NDYX	824567	52	NDYX	830311
9	NDYX	816813	31	NDYX	824818	53	NDYX	830322
10	NDYX	816848	32	NDYX	825000	54	NDYX	830426
11	NDYX	818201	33	NDYX	825038	55	NDYX	830461
12	NDYX	818803	34	NDYX	826059	56	NDYX	830462
13	NDYX	818804	35	NDYX	826088	57	NDYX	830463
14	NDYX	822147	36	NDYX	826128	58	NDYX	830712
15	NDYX	822219	37	NDYX	826180	59	NDYX	830723
16	NDYX	822224	38	NDYX	826227	60	NDYX	831126
17	NDYX	822264	39	NDYX	827099	61	NDYX	831210
18	NDYX	822307	40	NDYX	827197	62	NDYX	833688
19	NDYX	822364	41	NDYX	827711	63	NDYX	833757
20	NDYX	822375	42	NDYX	827719	64	NDYX	839001
21	NDYX	822495	43	NDYX	827722	65	NDYX	839379
22	NDYX	822520	44	NDYX	827724			