

RECORDATION NO 30334 FILED
August 17, 2012 10:45 AM
SURFACE TRANSPORTATION BOARD

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August 17, 2012

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 Assignment of Railcar Lease, dated as June 7, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Assignor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
[Assignee:	PNC Equipment Finance, LLC Three PNC Plaza 255 Fifth Avenue, Fourth Floor Pittsburgh, PA 15222
Lessee:	FTS International Services, LLC 777 Main Street, Suite 3000 Fort Worth, TX 76102]

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

125 railcars: FTIX 2225 – FTIX 2349.

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

Memorandum of Assignment of 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,



✓ Edward M. Luria

EML/sem
Enclosures

E21
6-7-2012

EXHIBIT E
to Purchase and Sale Agreement

FORM OF MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 7, 2012 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and PNC EQUIPMENT FINANCE, LLC (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to FTS International Services, LLC (f/k/a Frac Tech Services, LLC), as lessee ("Lessee"), one-hundred twenty-five (125) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #2 dated September 23, 2011, as amended by the First Amendment of Schedule #2 dated as of June 7, 2012, to the Master Railcar Lease Agreement dated as of September 23, 2011, as amended by the First Amendment of Master Lease Agreement dated as of April 20, 2012 (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

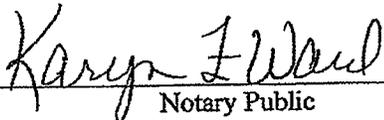
MIDWEST RAILCAR CORPORATION
as Assignor

By: 
Richard M. Folio
Executive Vice President

STATE OF Illinois)
COUNTY OF Madison) SS

On this ____ day of _____, 2012, before me, a Notary Public, personally appeared in the County and State aforesaid Richard M. Folio, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation, that the foregoing instrument was signed and sealed 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.

AS WITNESS my hand and Notarial Seal.


Notary Public

(SEAL)

My commission expires: 5/13/14



Signature Page to Memorandum of Assignment of Railcar Lease

Schedule 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One Hundred Twenty-Five (125) railcars bearing the following reporting marks and numbers:

FTIX 2225 through FTIX 2349, Inclusive

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: 8/17/12

Edward M Luria
Edward M. Luria