

LAW OFFICES OF LOUIS E. GITOMER, LLC
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410-296-2250 LOU@LGRAILLAW.COM

August 26, 2016

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:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 22, 2016. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

Lessee:

Halliburton Company
10200 Bellaire Blvd
Houston, TX 77072

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 hopper cars numbered HWCX 11147, 11162, 11164-11185, inclusive, 11226-11248, inclusive, 11250-11273, inclusive, 11275-11295, inclusive, and 11297-11304, inclusive.

Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062, and Halliburton Company, 10200 Bellaire Blvd, Houston, TX 77072, 100 hopper cars numbered HWCX 11147, 11162, 11164-11185, inclusive, 11226-11248, inclusive, 11250-11273, inclusive, 11275-11295, inclusive, and 11297-11304, inclusive.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of August 22 2016

between

HALLIBURTON ENERGY SERVICES, INC.,
as Lessee

and

MIDWEST RAILCAR CORPORATION,
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2016 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 22, 2016, by and between HALLIBURTON ENERGY SERVICES, INC. ("Lessee") and MIDWEST RAILCAR CORPORATION ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Schedule No. 009 dated as of August 22, 2016, between Lessor and Lessee, and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement No. 30755-90000 dated as of April 12, 2016 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between BANC OF AMERICA LEASING & CAPITAL, LLC and Lessee.

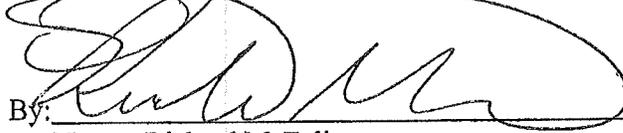
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

MIDWEST RAILCAR CORPORATION


By: _____

Name: Richard M. Folio

Title: Executive Vice President

HALLIBURTON ENERGY SERVICES, INC.

By: _____

Name:

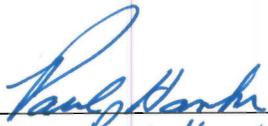
Title:

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

MIDWEST RAILCAR CORPORATION

By: _____
Name: Richard M. Folio
Title: Executive Vice President

HALLIBURTON ENERGY SERVICES, INC.

By:  _____
Name: Paul Hanks
Title: Sr. Director Logistics

STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 24 day of August, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Executive Vice President of MIDWEST RAILCAR CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Executive Vice President of said corporation by signing the name of the corporation by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

Rafael N. Monteleone
Notary Public

My commission expires: 3/3/17.



STATE OF Texas)
) ss.
COUNTY OF Harris)

I HEREBY CERTIFY, that on this 22 day of AUGUST, 2016, before me, the undersigned, a Notary Public of the State of TEXAS, personally appeared Paul Hanks, who acknowledged himself/herself to be the Sr. Director of HALLIBURTON ENERGY SERVICES, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized _____ of said corporation by signing the name of the corporation by himself/herself as the _____.

AS WITNESS my hand and notarial seal.

Angela Hinojosa

My commission expires: 3.26.2019

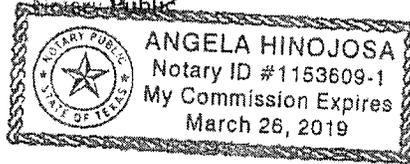


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred (100) Trinity North American Freight Car, Inc. built hopper cars bearing the following reporting marks and numbers:

HWCX11147,
HWCX11162,
HWCX11164 through HWCX11185, inclusive,
HWCX11226 through HWCX11248, inclusive,
HWCX11250 through HWCX11273, inclusive,
HWCX11275 through HWCX11295, inclusive,
HWCX11297 through HWCX11304, inclusive