

LAW OFFICES OF LOUIS E. GITOMER, LLC
600 BALTIMORE AVENUE, SUITE 301, TOWSON, MD 21204
410-296-2250 LOU@LGRAILLAW.COM

August 17, 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:

Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

Lessee:

Halliburton Company
10200 Bellaire Blvd
Houston, TX 77072

A description of the equipment covered by the Memorandum of Lease Agreement consists of 70 hopper cars numbered HWCX 11045, 11052, 11054-11058,

Ms. Cynthia T. Brown
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inclusive, 11060-11064, inclusive, 11067-11109, inclusive, 11111-11116, inclusive, 11118, 11119, 11120, 11222, 11189, 11221, 11222, 11224, and 11225.

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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@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333, McCormick Road, Hunt Valley, MD 21031, and Halliburton Company, 10200 Bellaire Blvd, Houston, TX 77072, 70 hopper cars numbered HWCX 11045, 11052, 11054-11058, inclusive, 11060-11064, inclusive, 11067-11109, inclusive, 11111-11116, inclusive, 11118, 11119, 11120, 11222, 11189, 11221, 11222, 11224, and 11225.

Very Truly Yours,

Louis E. Gitomer

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of April 12, 2016

between

HALLIBURTON ENERGY SERVICES, INC.,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
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 BANC OF AMERICA LEASING & CAPITAL, LLC ("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. 008 dated as of August 22, 2016, 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 Lessor 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.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: John P. White Sr.
Name: John P. White, Sr.
Title: Vice President

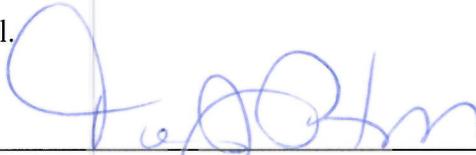
HALLIBURTON ENERGY SERVICES, INC.

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

STATE OF Maryland)
) ss.
COUNTY OF Harford)

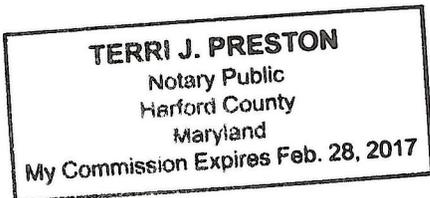
I HEREBY CERTIFY, that on this 24th day of August, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared John A, who acknowledged himself/herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person 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 Vice President of said company by signing the name of the company by himself/herself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 2/28/17.



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 Hankes, 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
Notary Public

My commission expires 3-26-2019

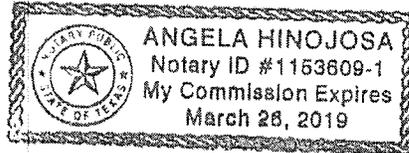


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred (70) Trinity North American Freight Car, Inc. built hopper cars bearing the following reporting marks and numbers:

HWCX11045	HWCX11079	HWCX11103
HWCX11052	HWCX11080	HWCX11104
HWCX11054	HWCX11081	HWCX11105
HWCX11055	HWCX11082	HWCX11106
HWCX11056	HWCX11083	HWCX11107
HWCX11057	HWCX11084	HWCX11108
HWCX11058	HWCX11085	HWCX11109
HWCX11060	HWCX11086	HWCX11111
HWCX11061	HWCX11087	HWCX11112
HWCX11062	HWCX11088	HWCX11113
HWCX11063	HWCX11089	HWCX11114
HWCX11064	HWCX11090	HWCX11115
HWCX11067	HWCX11091	HWCX11116
HWCX11068	HWCX11092	HWCX11118
HWCX11069	HWCX11093	HWCX11119
HWCX11070	HWCX11094	HWCX11120
HWCX11071	HWCX11095	HWCX11122
HWCX11072	HWCX11096	HWCX11189
HWCX11073	HWCX11097	HWCX11221
HWCX11074	HWCX11098	HWCX11222
HWCX11075	HWCX11099	HWCX11224
HWCX11076	HWCX11100	HWCX11225
HWCX11077	HWCX11101	
HWCX11078	HWCX11102	