

LAW OFFICES OF
LOUIS E. GITOMER, LLC

RECORDATION NO. 32229
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SURFACE TRANSPORTATION BOARD

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June 16, 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 June 13, 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 Energy Services, Inc.
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 10701-10800, inclusive.

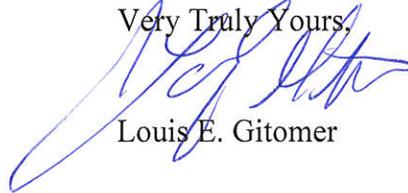
A fee of \$43.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
June 16, 2016
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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 Energy Services, Inc., 10200 Bellaire Blvd., Houston, TX 77072, covering 100 hopper cars numbered HWCX 10701-10800, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of June 13, 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 June 13, 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. 005 dated as of June 13, 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.

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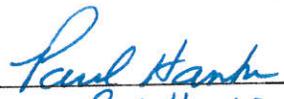
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

Name: **Terri J. Preston**
Title: **Vice President**

HALLIBURTON ENERGY SERVICES, INC.

By: 

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

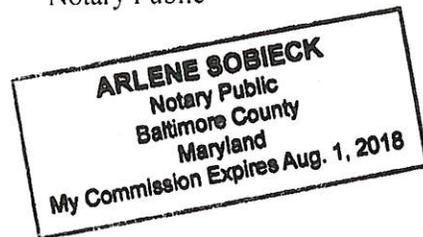
STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 16th day of June, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Torri J. Preston, 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.

Arlene So
Notary Public

My commission expires: 8/1/18.



STATE OF Texas)
) ss.
COUNTY OF Harris)

I HEREBY CERTIFY, that on this 14th day of June, 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 Signatory of said corporation by signing the name of the corporation by himself/herself as the Sr. Director.

AS WITNESS my hand and notarial seal.

Nancy Martinez
Notary Public

My commission expires: 01-18-2019.

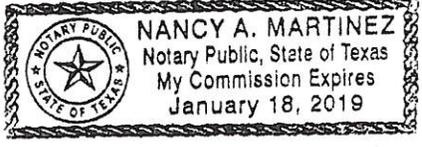


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

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

HWCX 10701 through 10800, inclusive.