

COVINGTON & BURLING LLP

BEIJING BRUSSELS LONDON NEW YORK
SAN DIEGO SAN FRANCISCO SEOUL
SHANGHAI SILICON VALLEY WASHINGTON

235279

MICHAEL L. ROSENTHAL
1201 PENNSYLVANIA AVENUE, NW
WASHINGTON, DC 20004-2401
T 202.662.5448
mrosenthal@cov.com

ENTERED
Office of Proceedings
January 10, 2014
Part of
Public Record

January 10, 2014

BY E-FILING

Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: Union Pacific Railroad Company – Operation Exemption –
In Bexar and Wilson Counties, TX, Finance Docket No. 35776

Dear Ms. Brown:

On behalf of Union Pacific Railroad Company (“Union Pacific”), please find enclosed for filing on the public record in the above-captioned proceeding a redacted version of the executed Industry Track Agreement between Union Pacific and Frac Resources (consisting of a May 21, 2013, agreement and an October 17, 2013, supplemental agreement). Union Pacific filed a Highly Confidential version of the executed Industry Track Agreement, subject to a request for a protective order, on January 6, 2014, as requested by the Board in its decision served December 24, 2013.

Please contact me if you have any questions.

Sincerely,



Michael L. Rosenthal

Enclosure

cc: Parties of Record

ITA Ind Dev-New Trk on R/W
Form Approved, UPRR-Law 03/06/2009

Folder No. 2748-61
Revised 04/08/2013

INDUSTRY TRACK AGREEMENT

THIS AGREEMENT ("Agreement") is made May 21, 2013 ("Effective Date"), between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("Railroad"), and FRAC RESOURCES, LP, a limited partnership, to be addressed at 1806 South 16th Street, La Porte, Texas 77571 ("Industry").

RECITALS:

Industry desires the construction, maintenance and operation of a 5,025-foot Track A, 3,718-foot Track B and 3,993-foot Track C (hereinafter collectively "Track") to establish rail service at or near Milepost 16, Rockport Industrial Lead, in Elmendorf (Purcell), Bexar County, Texas, as shown on the drawing dated March 16, 2012, revised November 29, 2012, marked Exhibit A, hereto attached and hereby made a part hereof.

In addition, construction of the Track for the purpose of establishing rail service to Industry will require extension of Railroad's Rockport Industrial Lead Track 793 as shown on Exhibit A (hereinafter "Track 793 Extension").

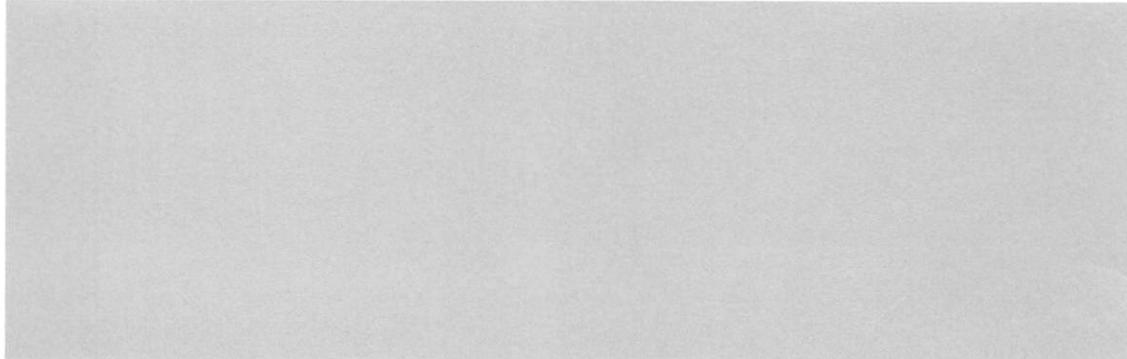
Railroad is agreeable to Industry's proposal, subject to the terms and conditions of this Agreement.

AGREEMENT:

1.1. All references in this Agreement to the Track apply to the Track as constructed, even if it differs from its depiction on Exhibit A. References in this Agreement to the Track also apply to rearrangements, reconstructions, extensions or additions to the Track. However, Industry must in all events obtain Railroad's prior written approval of the plans for any proposed Track changes.



Section 2. MATERIALS SUPPLIED AND WORK PERFORMED BY INDUSTRY.



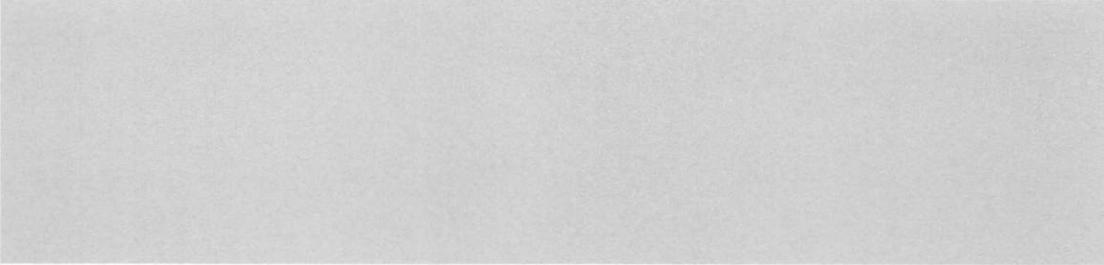
Section 3. CONTRACTOR'S RIGHT OF ENTRY AGREEMENT.

Prior to start of work on Railroad property, Industry will require its contractor to execute Railroad's form of Contractor's Right of Entry Agreement. Industry acknowledges receipt of a copy of the Contractor's Right of Entry Agreement and understands its terms, provisions and requirements and will inform its contractor of the need to execute the agreement. Under no circumstances will Industry's contractor be allowed onto Railroad's premises without first executing the Contractor's Right of Entry Agreement.

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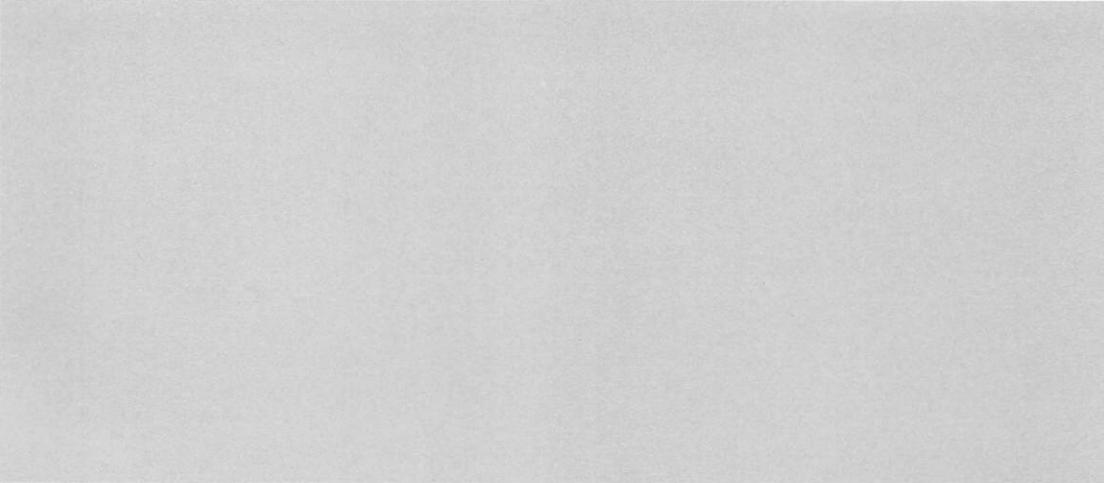
Section 4. CONVEYANCE OF TRACK 793 EXTENSION; MAINTENANCE AND OPERATION.



Section 5. OWNERSHIP OF THE TRACK.

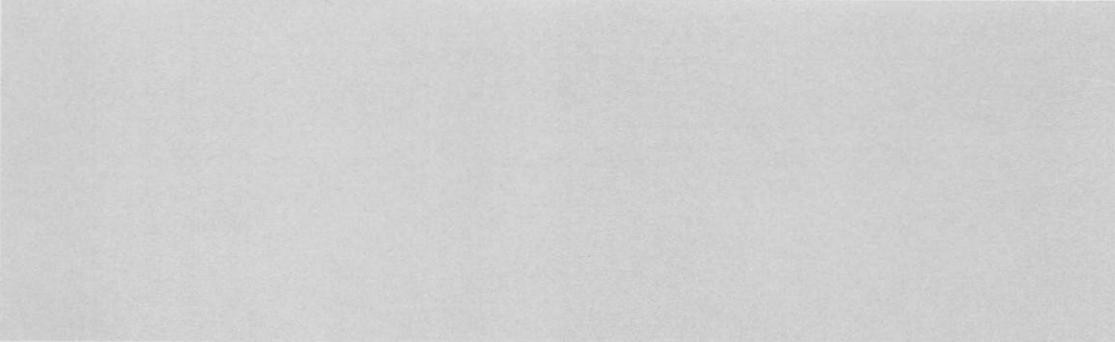


Section 6. USE AND OPERATION OF THE TRACK; HAZARDOUS MATERIALS.



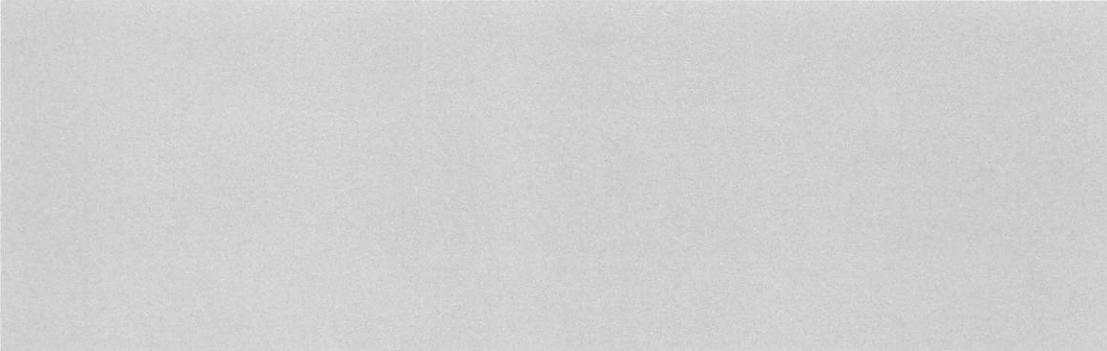
6.4. This Agreement sets forth the terms and conditions pertinent to the Track in connection with service provided by Railroad at this location. It does not obligate Railroad to provide such service. Railroad's service to, from and at this location is governed by the terms of the applicable rail transportation agreement, circular, tariff, or other authority.

Section 7. TERM: TERMINATION.



ITA Ind Dev-New Trk on RW
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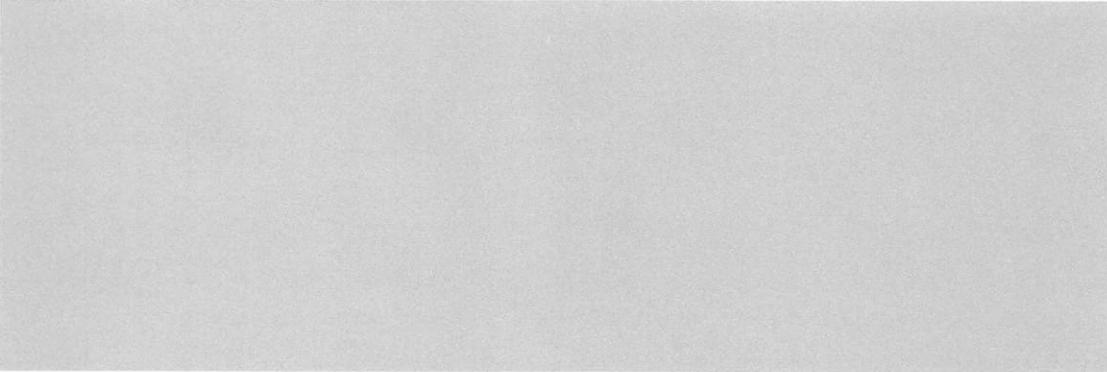
Folder No. 2748-61
Revised 04/08/2013



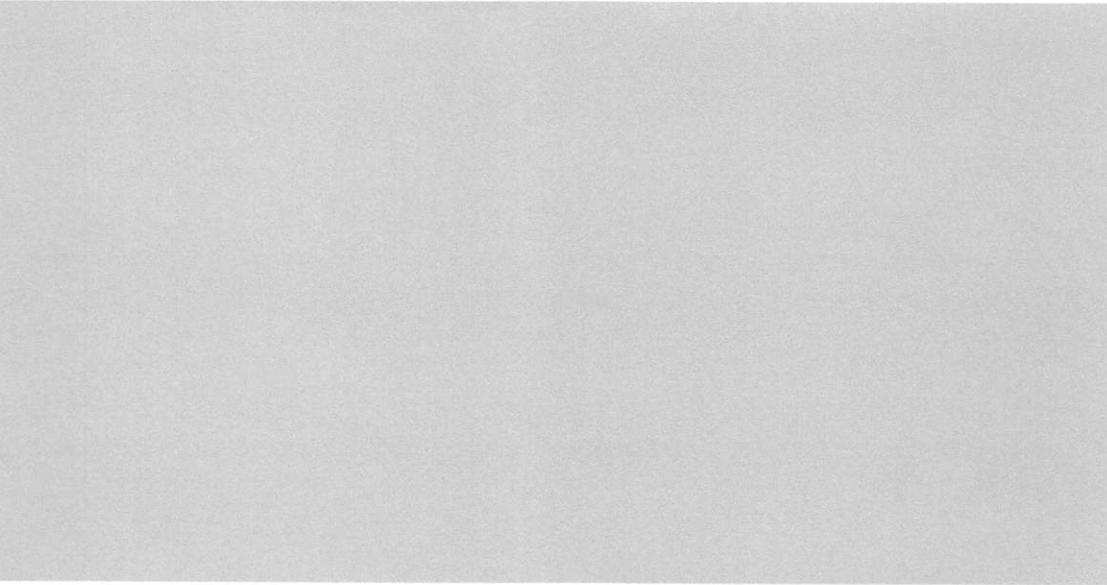
Section 8. PERMITS AND PROPERTY.

Industry warrants that it and/or its predecessor(s), at no expense to Railroad, have obtained and shall maintain in force, all governmental permits and approvals and all property rights now or in the future necessary for the construction, maintenance and operation of all portions of the Track located off Railroad's property.

Section 9. MAINTENANCE BY INDUSTRY.

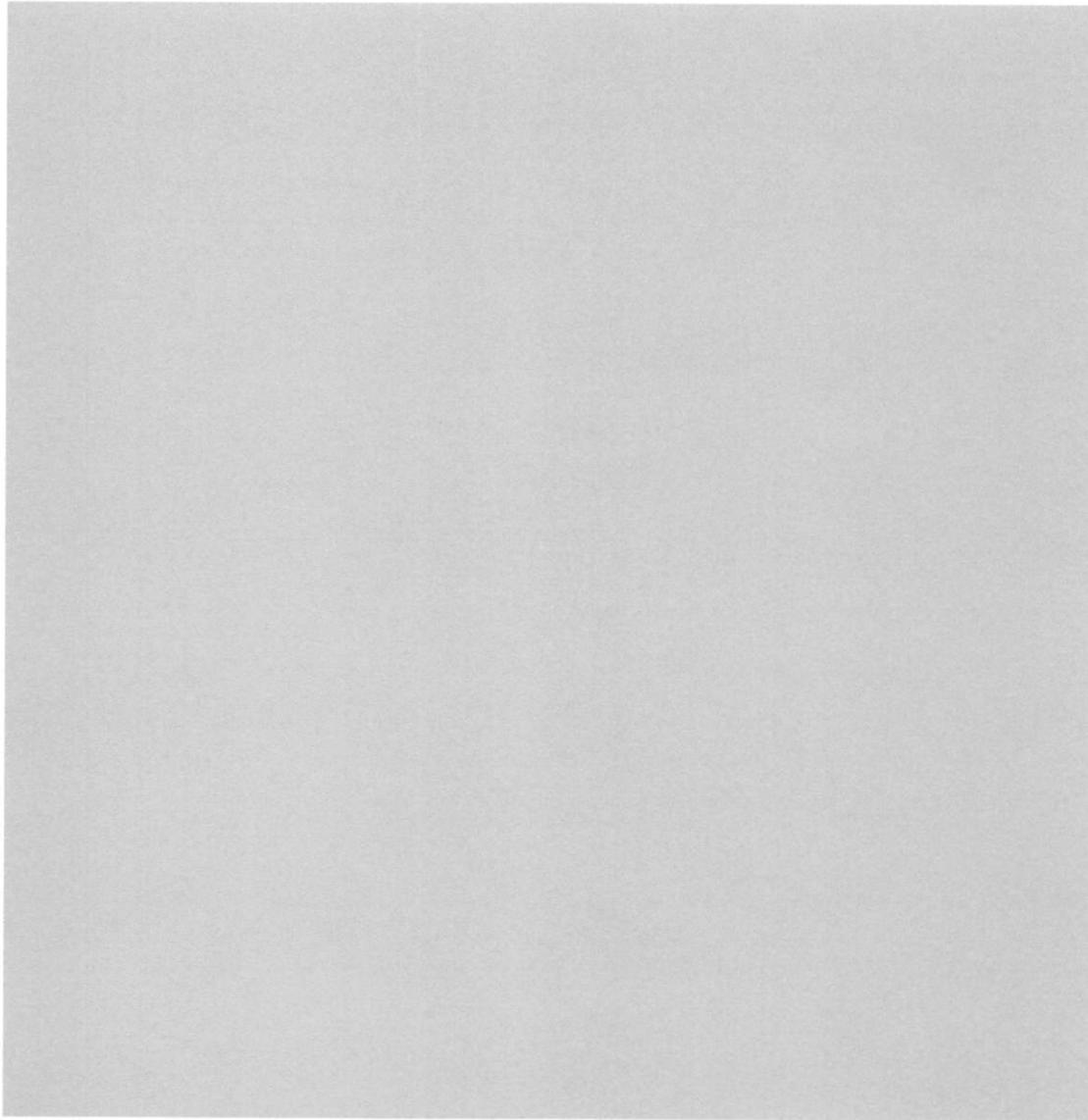


Section 10. SAFETY; COMPLIANCE WITH LAWS.

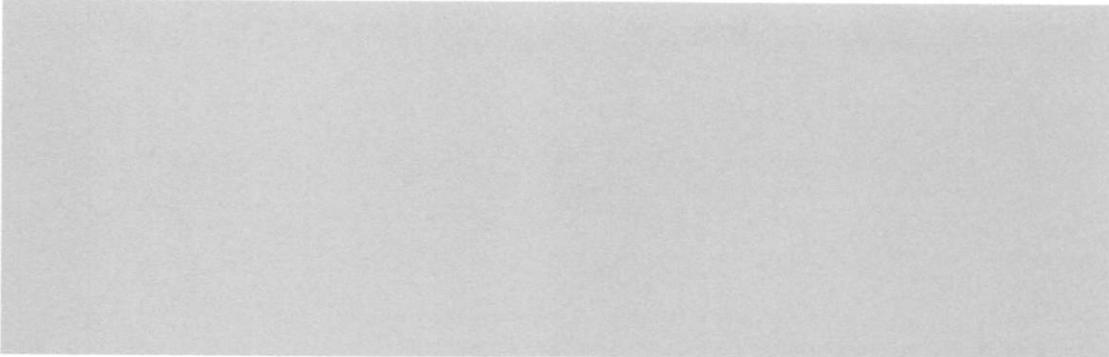


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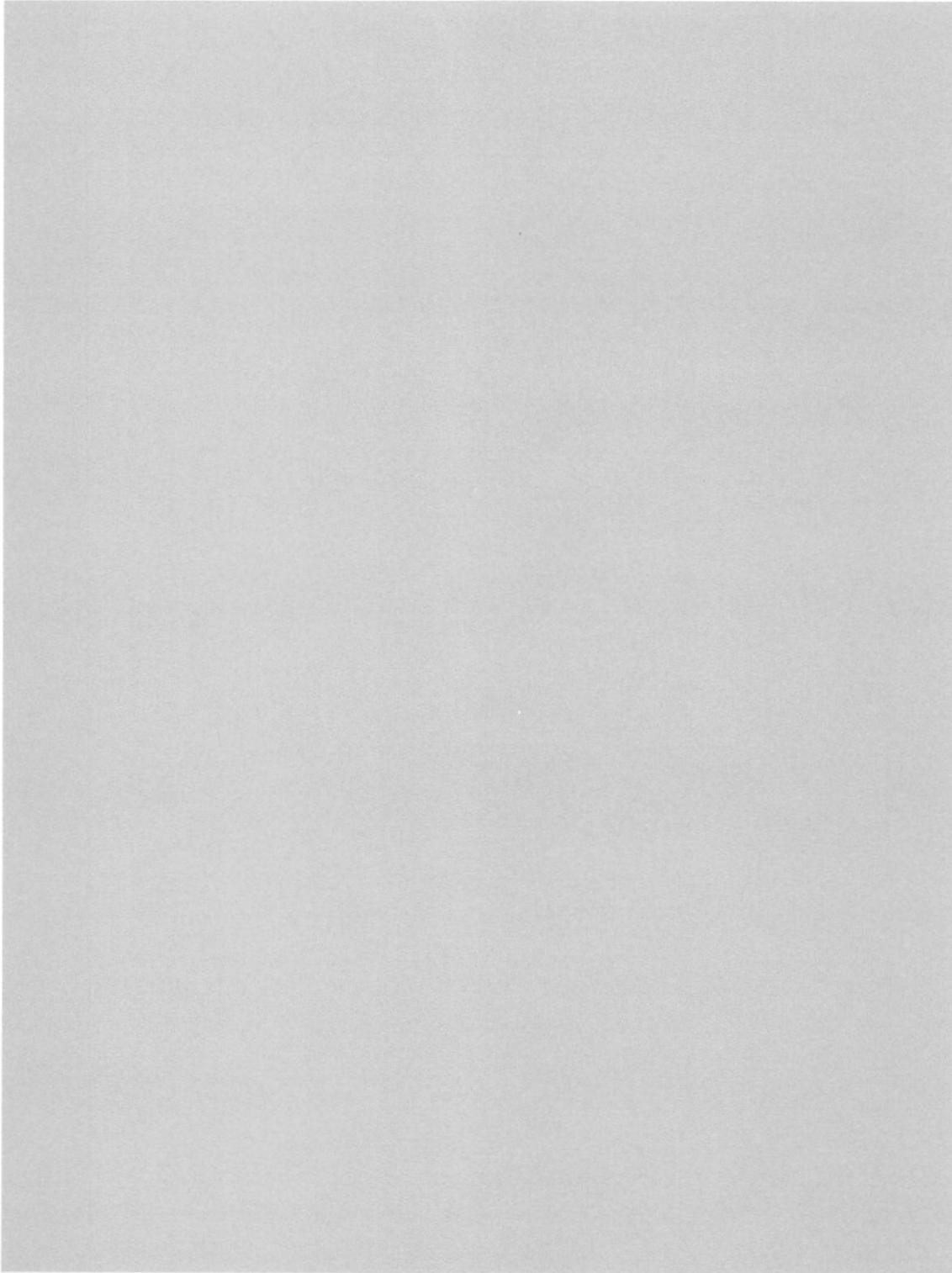


Section 11. LIABILITY.



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Section 12. INSURANCE.

Section 13. PAYMENT OF BILLS; ASSIGNABLE COSTS.

Section 14. NOTICES.

Any notice or other communication required or permitted to be given under this Agreement must be in writing and (a) personally delivered; (b) delivered by a reputable overnight courier; or (c) delivered by certified mail, return receipt requested and deposited in the U.S. Mail, postage prepaid. Telecopy notices are valid only if actually received by the individual to whom addressed, and followed by delivery of actual notice in the manner described above within three (3) business days thereafter. Notices will be deemed received at the earlier of actual receipt, or one (1) business day after deposit with an overnight courier as evidenced by a receipt of deposit, or three (3) business days after deposit in the U.S. Mail as evidenced by a return receipt. Notices must be directed to the parties at their respective addresses shown below, or such other address as either party may, from time to time, specify in writing to the other in the manner described above:

If to Railroad: UNION PACIFIC RAILROAD COMPANY
ATTN: Real Estate Folder 2748-61
1400 Douglas Street, STOP 1690
Omaha, Nebraska 68179-1690
Telephone: (402) 544-8600
Facsimile: (402) 501-0340

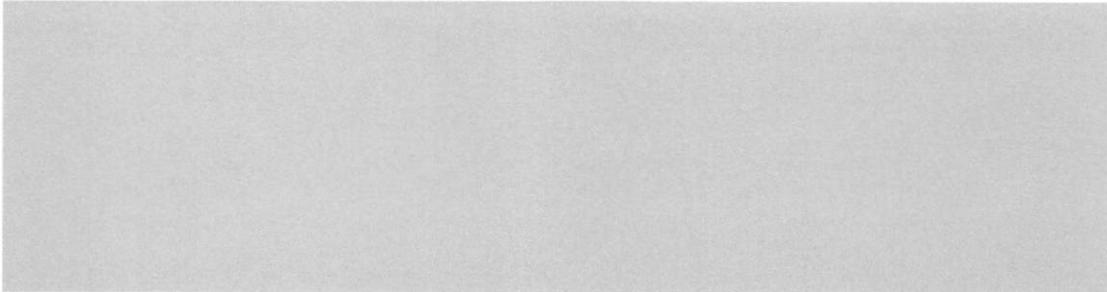
With copy to: UNION PACIFIC RAILROAD COMPANY
ATTN: Senior Vice President Law and General Counsel
1400 Douglas Street, STOP 1580
Omaha, Nebraska 68179-1580
Facsimile: (402) 501-0132

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Folder No. 2748-61
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If to Industry: FRAC RESOURCES, LP
 ATTN: VP Business & Finance
 1806 South 16th Street
 La Porte, Texas 77571
 Telephone: (281) 307-2056

Section 15. ASSIGNMENT: USE BY THIRD PARTIES.



Section 16. ATTORNEYS' FEES.



Section 17. WAIVER OF BREACH.



Section 18. RIGHTS AND OBLIGATIONS OF RAILROAD.



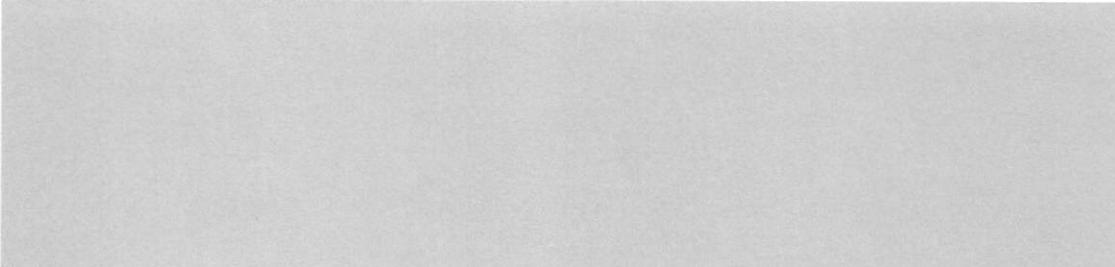
Section 19. ENTIRE AGREEMENT.

This Agreement is the entire agreement between the parties with respect to the subject matter of this Agreement, and supersedes all oral agreements and prior written agreements between the parties pertaining to this transaction. This Agreement may be amended only by a written instrument signed by Industry and Railroad.

Section 20. GOVERNING LAW.

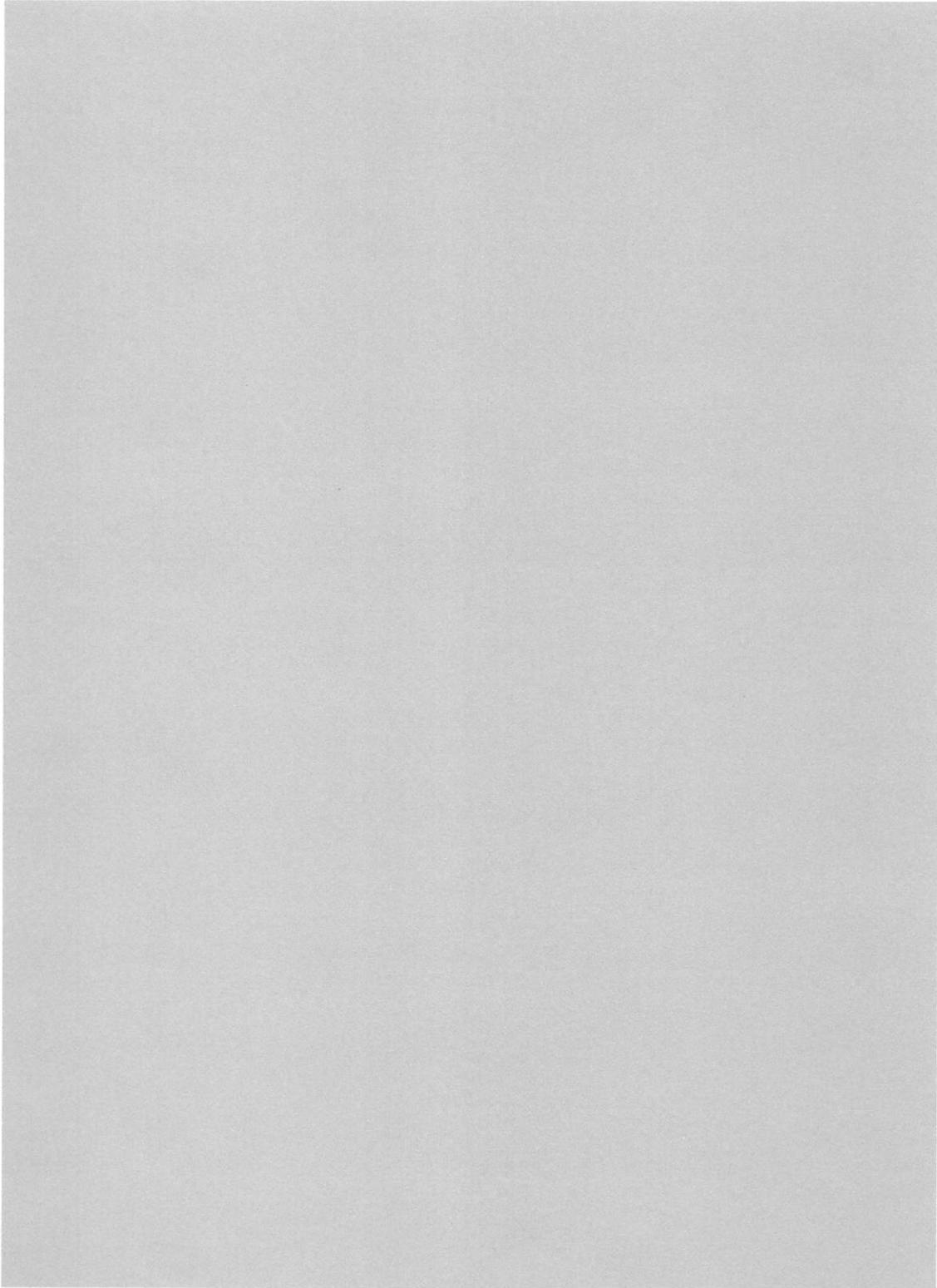


Section 21. DISPUTE RESOLUTION.



**ITA Ind Dev-New Trk on R/W
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Section 22. USE BY OTHER RAILROADS.

Section 23. PUBLIC AUTHORITY AND PERMISSION.

Section 24. INTRAPLANT SWITCHING.

Section 25. INVENTORY MANAGEMENT.

Section 26. SPOT ON ARRIVAL.

Section 27. NON-DISCLOSURE: CONFIDENTIALITY.

Except to the extent that disclosure of information contained in this Agreement is required by law, the contents of this Agreement shall not be disclosed or released by any party without the written consent of all other parties to this Agreement.

Section 28. SIGNATURE IN COUNTERPARTS.

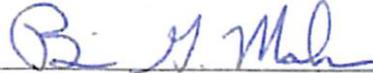
This Agreement may be executed in counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page of this Agreement by facsimile shall be effective as the delivery of a manually executed counterpart of this Agreement.

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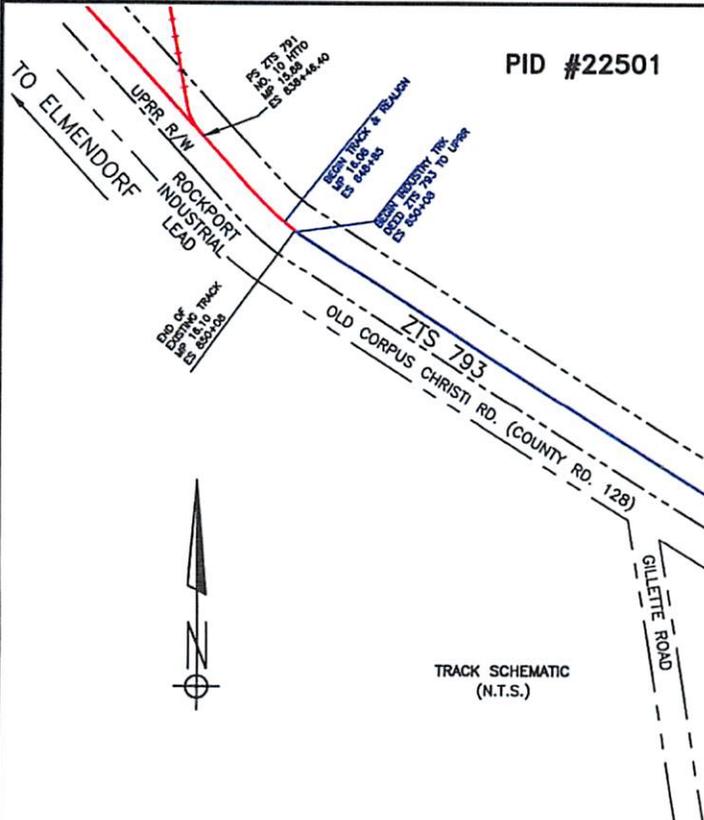
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first herein written.

UNION PACIFIC RAILROAD COMPANY

By 
Asst. Vice President-Network and Industrial Development

FRAC RESOURCES, LP

By FRAC RESOURCES GP, INC.,
ITS GENERAL PARTNER
By 
Printed Name GEORGE T. COOK
Title PRESIDENT



PID #22501

NOTE:
PROJECT IS 1,000+ ACRE DEVELOPMENT. MAINLINE TRACK TO BE EXTENDED ALONG UPRR R/W AND THEN INDUSTRY TRACK TO CURVE SOUTH INTO 1000+ ACRES DEVELOPMENT.

OPERATING PLAN

UPRR TO HEAD INTO DEVELOPMENT. INBOUND CARS CAN BE STAGED ON TRACK B AND OUTBOUND CARS WILL BE STAGED ON TRACK C FOR UPRR TO PICK UP. UPRR WILL RUN-AROUND CARS AND HEAD OUT OF FACILITY.

SCOPE OF WORK

NOTE: INDUSTRY TO BUILD TRACK ON UPRR'S R/W AT INDUSTRY'S EXPENSE. INDUSTRY WILL DEED TRACK ON UPRR R/W TO UPRR WHEN TRACK IS COMPLETED. CONTRACTOR TO OBTAIN RIGHT OF ENTRY PRIOR TO CONSTRUCTION.

UPRR:

REALIGN 26.46 T.F. OF EXISTING RAIL
INSTALL (2) FIELD WELDS.

CONTRACTOR:

- UPRR RIGHT OF WAY SUPPLY
- (2) FIELD WELDS SUPPLY AND INSTALL
- 7,513.93 T.F. #1 RELAY 136# CWR WITH 7"x9"x9" GRADE TIES END PLATED, NO. 4 MAINLINE BALLAST, TRACK TO BE SURFACED AND LINED WITH A 6700 TAMPER AND BALLAST REGULATOR
- (1) 24' PREFAB TIMBER PANELS WITH PRIVATE ROADWAY GRADE CROSSING SIGNS
- (1) 16' PREFAB TIMBER PANELS WITH PRIVATE ROADWAY GRADE CROSSING SIGNS
- (1) 32' PREFAB TIMBER PANELS WITH PRIVATE ROADWAY GRADE CROSSING SIGNS

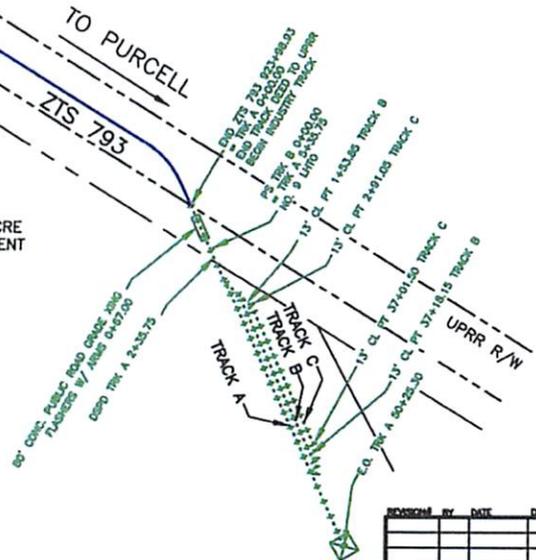
- 216 L.F. 72" 10 GA. RIVETED ALUMINIZED CMP
- 180 L.F. 48" 10 GA. RIVETED ALUMINIZED CMP
- 115 L.F. 24" 14 GA. CMP

- INDUSTRY PROPERTY SUPPLY AND INSTALL
- 12,304 T.F. 112# RAIL OR HEAVIER JOINTED RAIL INCLUDING
- (2) NO. 9 RHTO 136#
- (2) NO. 9 LHTO 135#
- (1) DSPD
- (1) 80' CURVED CONCRETE PANEL CROSSING AND FLASHERS WITH ARMS WARNING

TRACK SCHEMATIC (N.T.S.)

1000+ ACRE DEVELOPMENT

TRACK INFORMATION - FACILITY TRACKAGE			
TRACK	TOTAL FT.	CLEAR LENGTH	REMARKS
ZTS 793	7513.93	7513.93	LEAD TRACK
TRACK A	5025.30	5025.30	LEAD TRACK
TRACK B	3718.15	3409.35	INTERCHANGE TRACK
TRACK C	3992.55	3410.45	INTERCHANGE TRACK



REVISIONS BY DATE DESCRIPTION EXHIBIT "A"

NO.	BY	DATE	DESCRIPTION

FILE: ELMEND_CONS1

CSR 17304 Bell North Drive
Schertz, TX 78154
OFF: 210.651.0998
FAX: 210.651.1334

Central State Resources, LLC.

FIBER OPTIC CABLE

CALL BEFORE YOU DIG
1-800-338-9183

DRAWN BY: DMC
CHECKED BY: SG
DATE: 3/16/12
SHEET NUMBER: 1 of 11

LEGEND

- Existing Railroad Owned Trackage
- Existing Industry Owned Trackage
- Proposed Industry Owned Trackage
- Removed Industry Owned Trackage
- Future Industry Owned Trackage
- Behind Right of Way
- Four Side Gate
- Fence

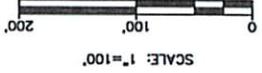
For Use in Agreement with: UNION PACIFIC RAILROAD
And Frac Resources, LP

LOCATION & DESCRIPTION:
Milepost 16, ROCKPORT INDUSTRIAL LEAD
Elmendorf, Bexar County, TX
Trackage to Serve: Frac Resources, LP

REDACTED - TO BE PLACED ON PUBLIC FILE

CSR
 Central State Resources, LLC.
 17304 Bell North Drive
 Schertz, TX 78154
 OFF: 210.651.0998
 FAX: 210.651.1334

FIBER
 OPTIC
 CABLE!
 CALL BEFORE
 1-800-338-9183



DRAWN BY: D.M.E.
 CHECKED BY: S.H.C.
 DATE: 11-29-2012
 SHEET NUMBER: 2 OF 11

LEGEND:

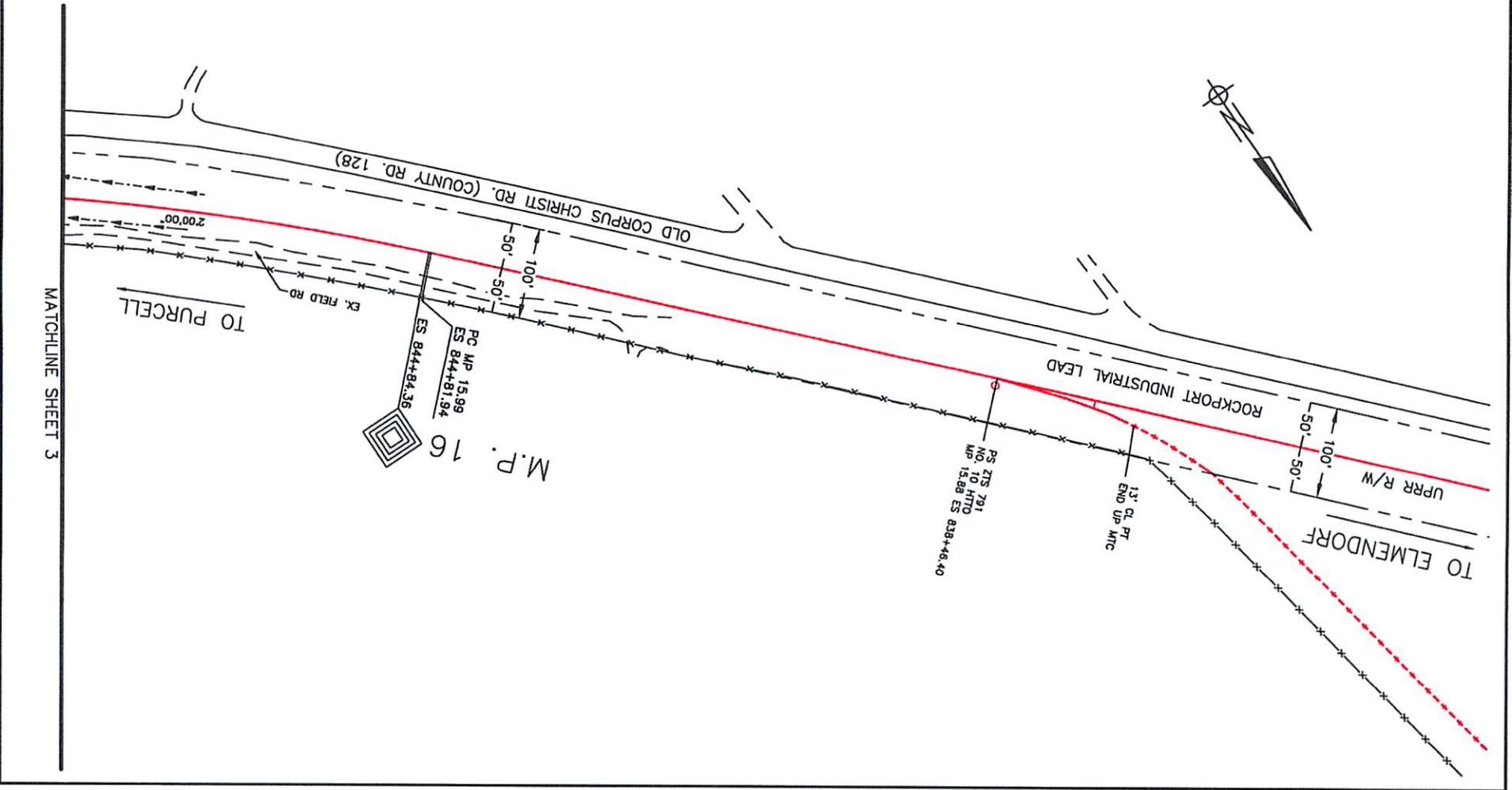
	Existing Railroad Grade Throughage
	Existing Industry Canal Throughage
	Proposed Industry Canal Throughage
	Future Industry Canal Throughage
	Right of Way
	F-0

For Use In Agreement with: UNION PACIFIC RAILROAD
 AND FRAC RESOURCES, LP

Location & Description:
 Report to: ROCKPORT INDUSTRIAL LEAD
 ELMENDORF, BEAR COUNTY, TEXAS
 Trackage to Serve: FRAC RESOURCES, LP.

REVISION	BY	DATE	DESCRIPTION

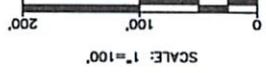
EXHIBIT "A"



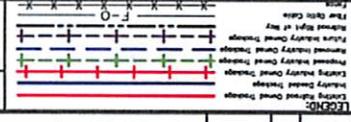
REDACTED - TO BE PLACED ON PUBLIC FILE

CSR
 Central State Resources, LLC
 17304 Bell North Drive
 Schertz, TX 78154
 OFF: 210.651.0988
 FAX: 210.651.1334

FIBER OPTIC CABLE! CALL BEFORE YOU DIG 1-800-328-9193



DRAWN BY: DATE
 CHECKED BY: S.H.G.
 DATE: 11-29-2012
 SHEET NUMBER: 3 OF 11



For Use in Agreement with UNION PACIFIC RAILROAD AND FRAC RESOURCES, LP
 Location & Description:
 Report to ROBERT INDUSTRIAL LEAD ELMDORF, DEAN COUNTY, TEXAS
 Trackage to Serve FRAC RESOURCES, LP

MATCHLINE SHEET 2

CURVE DATA

Curve #	PC	PT	DC
ZTS 793-1	848+85.15	850+04.37	500'00"

PT MP 16.09 ES 849+41.52
 BEGIN TRACK & REALIGN
 MP 16.09 ES 848+81.54
 END OF EXISTING TRACK
 MP 16.10 ES 850+08
 UP FIELD WHEN
 EXTENSION IS COMPLETED

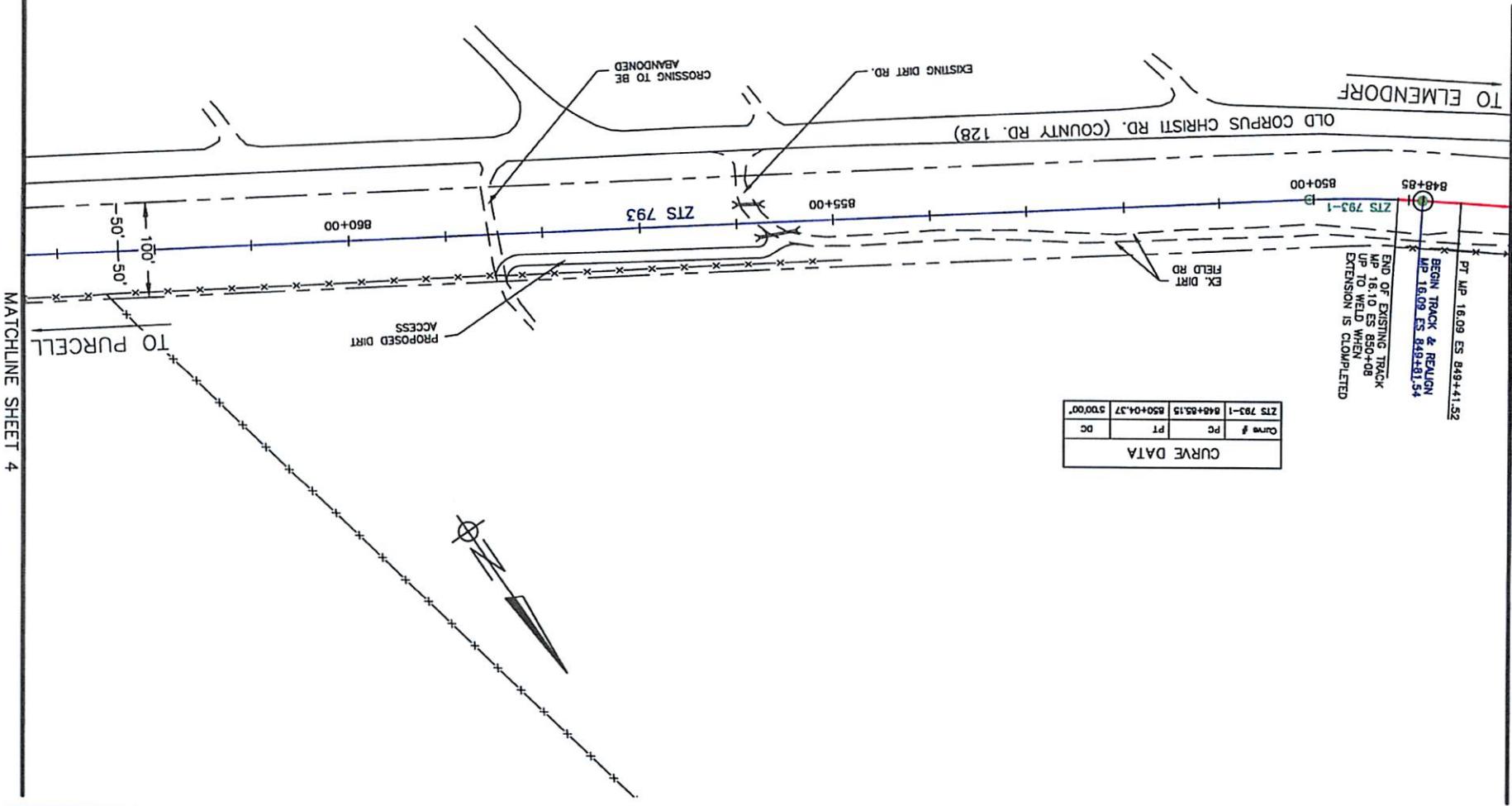
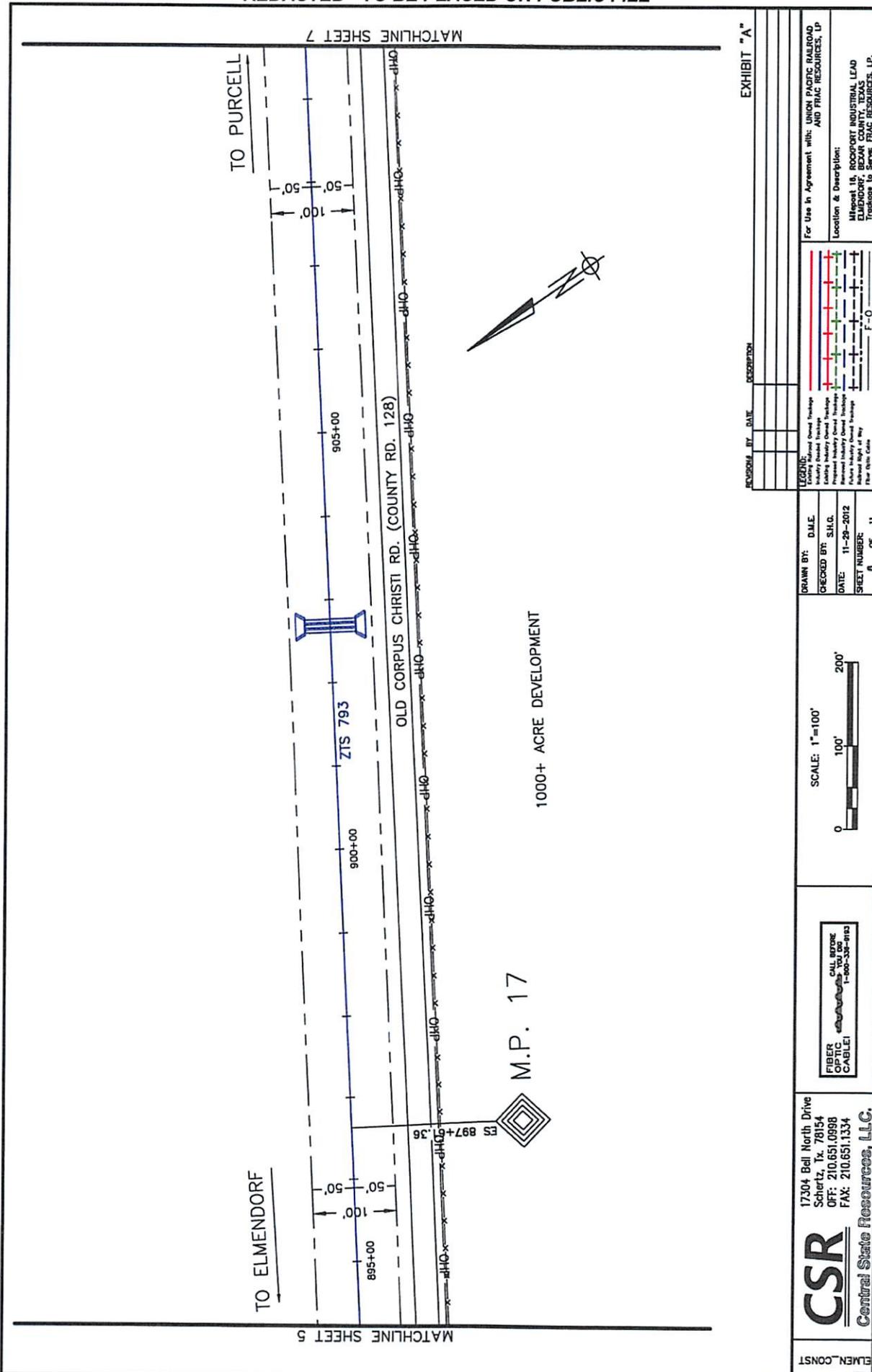


EXHIBIT "A"

REVISION BY	DATE	DESCRIPTION

REDACTED - TO BE PLACED ON PUBLIC FILE

MATCHLINE SHEET 4

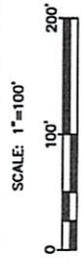


ELMEN_CONST

CSR
Central State Resources, L.L.C.

17304 Bell North Drive
Schertz, Tx. 78154
OFF: 210.651.0998
FAX: 210.651.1334

FIBER OPTIC CABLE
CALL FOR PRICING
1-800-338-9113

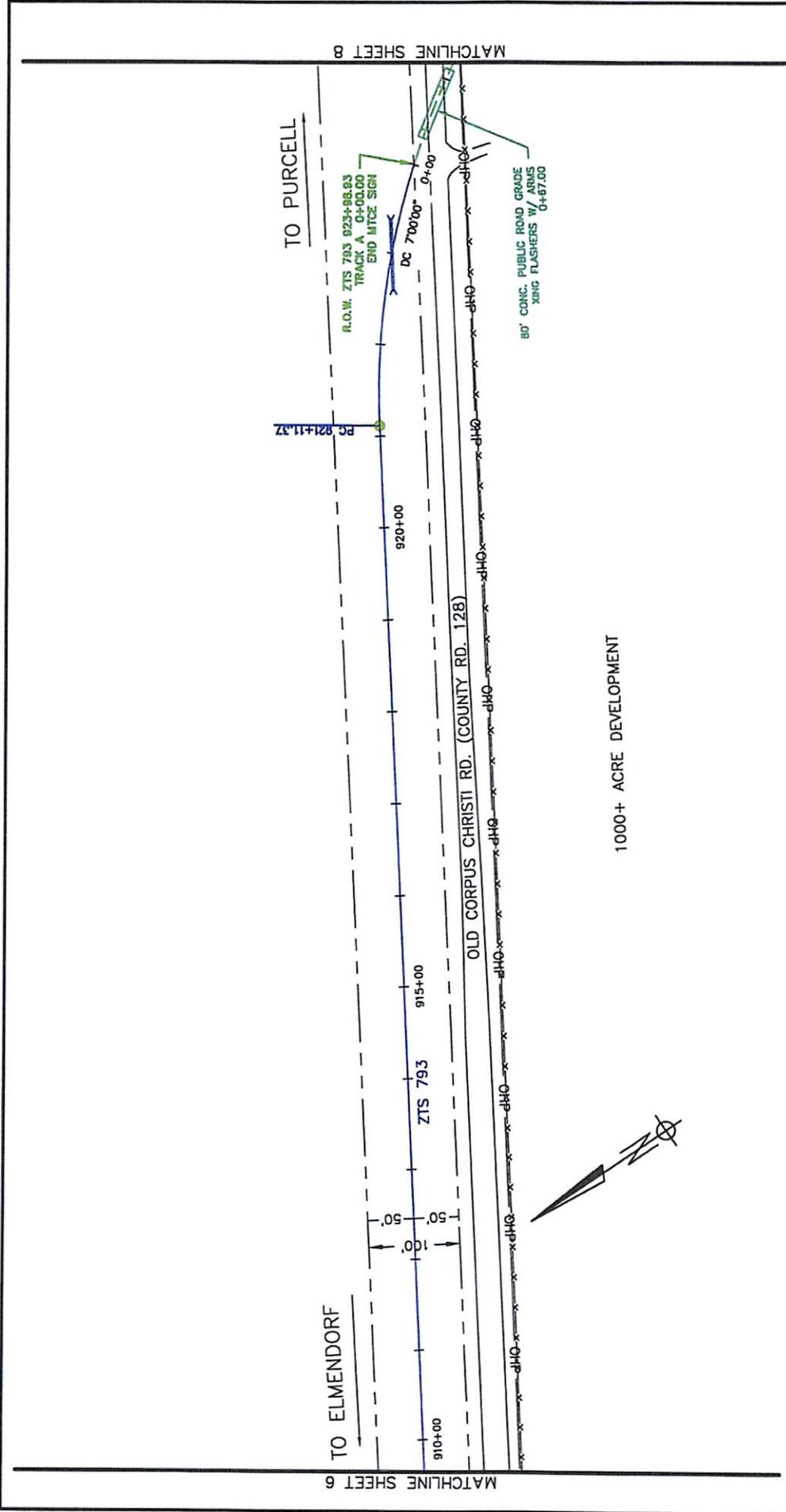


DRAWN BY: D.M.E.
CHECKED BY: S.H.G.
DATE: 11-29-2012
SHEET NUMBER: 6 OF 11

LEGEND:
 Existing Railroad Owned Trackage
 Existing Industry Owned Trackage
 Proposed Industry Owned Trackage
 Industry Owned Trackage
 Railroad Right of Way
 Right of Way Center Line

For Use In Agreement with: UNION PACIFIC RAILROAD AND FRAC RESOURCES, LP
 Location & Description:
 Milepost 18, ROOFSIDE INDUSTRIAL LEAD
 ELMENDORF, BEZAR COUNTY, TEXAS
 Trackage to Serve FRAC RESOURCES, LP.

EXHIBIT "A"



1000+ ACRE DEVELOPMENT

<p>ELMEN_CONST</p> <p>FILE</p>		<p>17304 Bell North Drive Schertz, Tx. 78154 OFF: 210.651.0998 FAX: 210.651.1334</p> <p>CSR Central State Resources, L.L.C.</p>		<p>FIBER OPTIC CABLE!</p> <p>CALL BEFORE YOU DIG 1-800-338-6183</p>		<p>SCALE: 1"=100'</p>		<p>DRAWN BY: D.M.E. CHECKED BY: S.H.G. DATE: 11-29-2012 SHEET NUMBER: 7 OF 11</p>		<p>LEGEND:</p> <ul style="list-style-type: none"> Existing Road Proposed Road Future Road Right of Way Utility Lines 		<p>For Use in Agreement with: UNION PACIFIC RAILROAD AND FRAC RESOURCES, LP</p> <p>Location & Description: Milepost 16, ROOPFORT INDUSTRIAL LEAD ELMENDORF, BEXAR COUNTY, TEXAS Trackage to Serve: FRAC RESOURCES, LP.</p>	
<p>REVISION BY</p>		<p>DATE</p>		<p>DESCRIPTION</p>		<p>EXHIBIT "A"</p>		<p>ELMEN_CONST</p>		<p>FILE</p>			

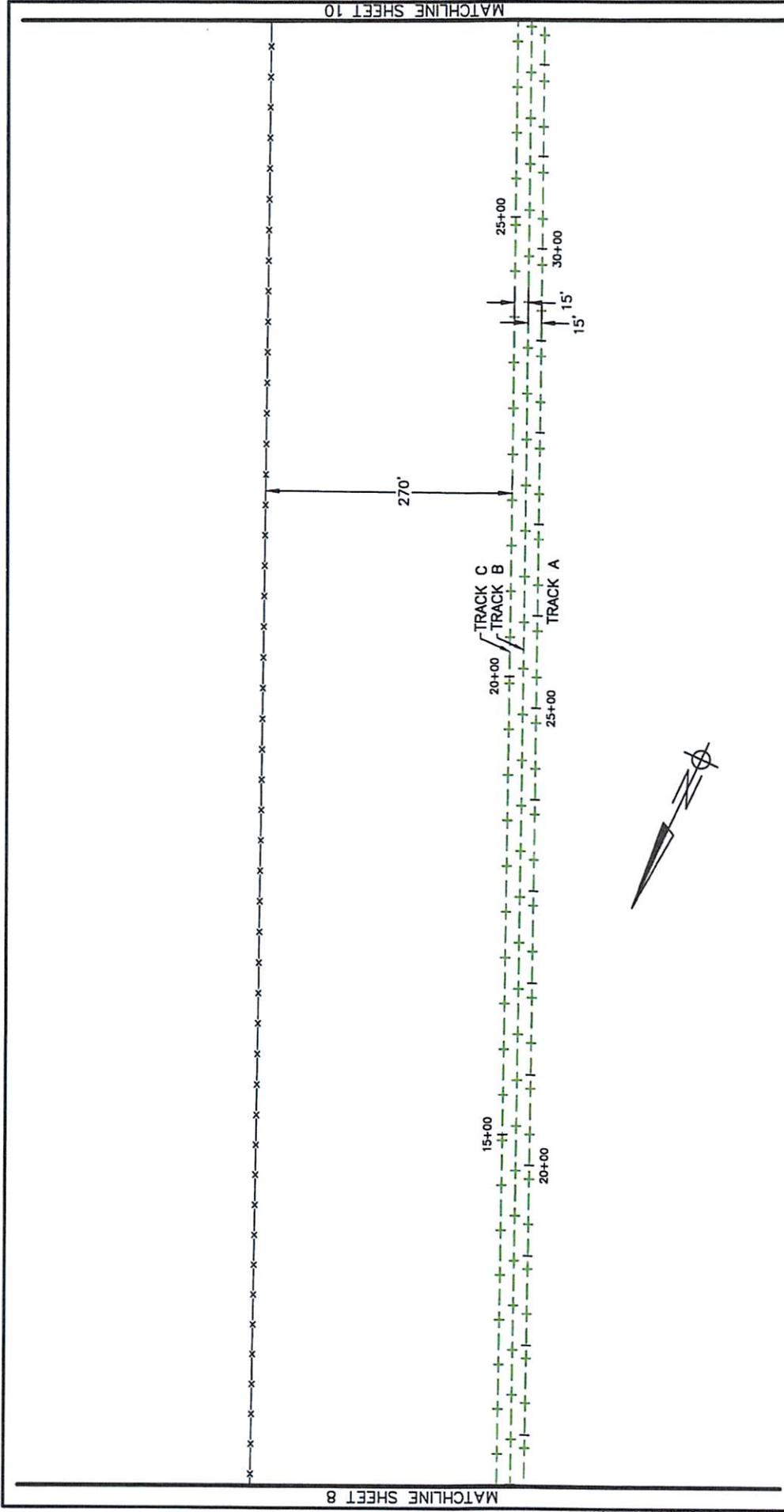
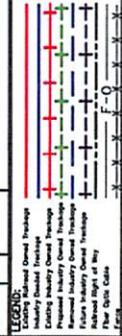


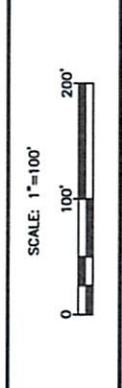
EXHIBIT "A"

REVISION	BY	DATE	DESCRIPTION

For Use in Agreement with: UNION PACIFIC RAILROAD AND FRAC RESOURCES, LP
 Location & Description:
 Milepost 10, ROCKPORT INDUSTRIAL LEAD ELUMINATOR, BEAR COUNTY, TEXAS
 Trackage to Serve: FRAC RESOURCES, LP.



DRAWN BY: D.M.E.
 CHECKED BY: S.H.G.
 DATE: 11-29-2012
 SHEET NUMBER: 11 OF 11



FIBER OPTIC CABLE!
 CALL NOW!
 1-800-338-8183

17304 Bell North Drive
 Schertz, Tx. 78154
 OFF: 210.651.0998
 FAX: 210.651.1334



ELMEN_CONST

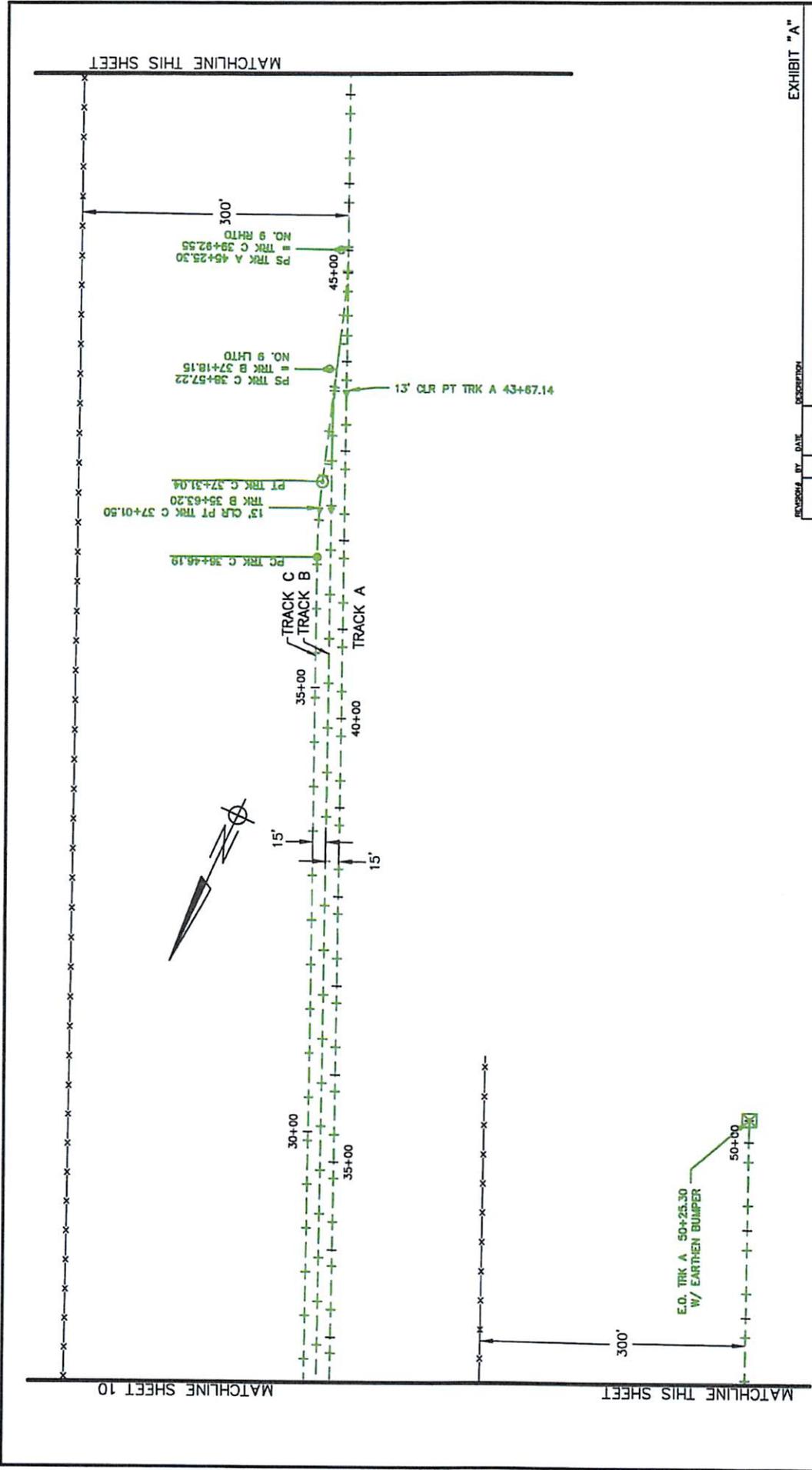
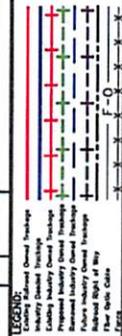


EXHIBIT "A"

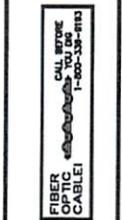
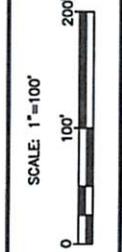
REVISION BY DATE DESCRIPTION

For Use in Agreement with: UNION PACIFIC RAILROAD AND FRAC RESOURCES, LP

Location & Description:
MIDWEST IA, ROOPOORT INDUSTRIAL LEAD
ELMENDORF, BEXAR COUNTY, TEXAS
Trackage to Serve: FRAC RESOURCES, LP.



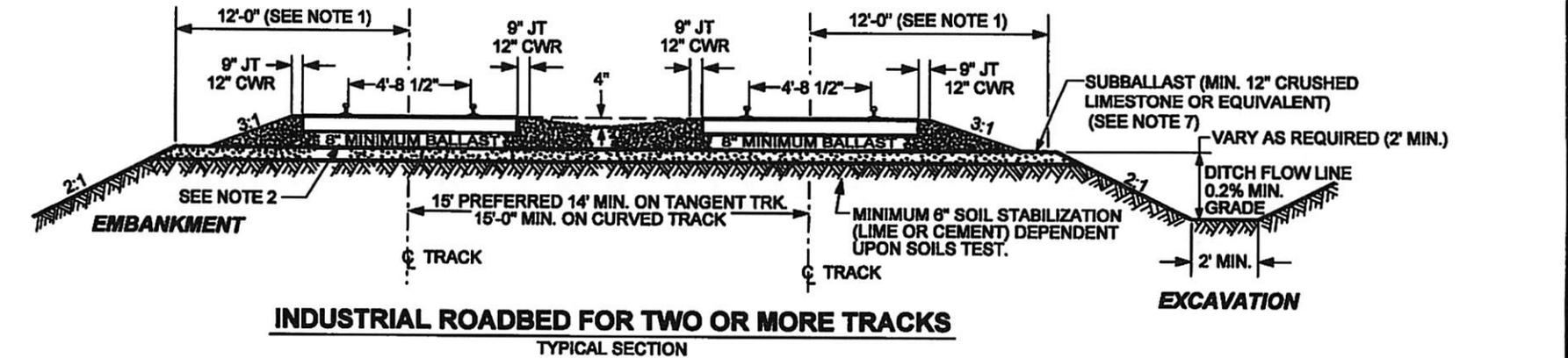
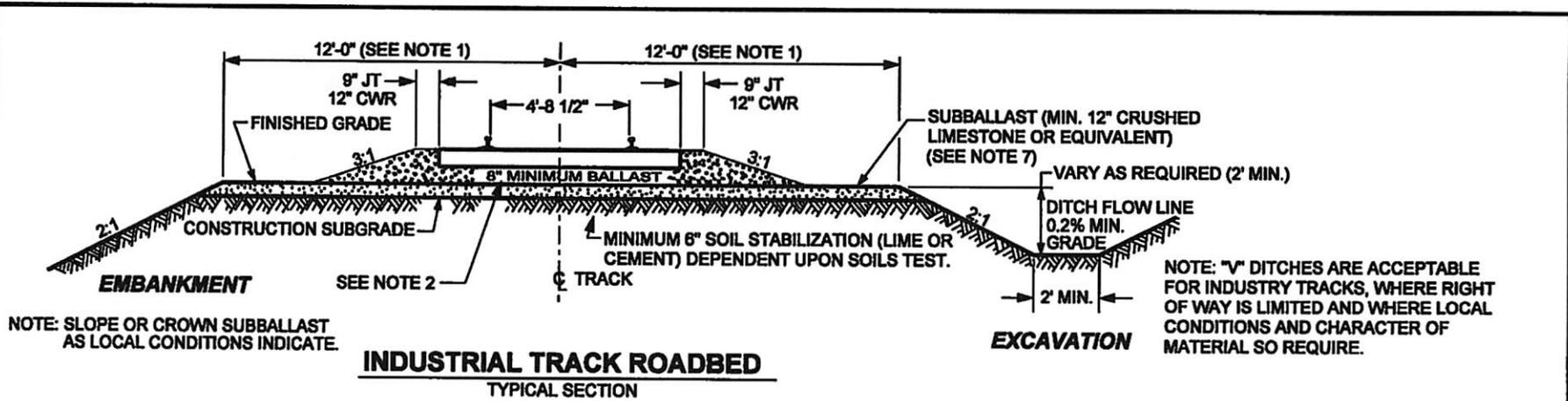
DRAWN BY: D.M.E.
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 DATE: 11-29-2012
 SHEET NUMBER: 10 OF 11



17304 Bell North Drive
 Schertz, Tx. 78154
 OFF: 210.651.0998
 FAX: 210.651.1334



ELMEN CONST
 FILE



- NOTES:
1. 12' SHOULDER WIDTH STANDARD. 11' SHOULDER MUST BE APPROVED BY CHIEF ENGINEER.
 2. IF USING CONCRETE TIES - 10" MINIMUM BALLAST UNDER TIES.
 3. PREFERABLY TRACKS WILL NOT BE DEPRESSED BELOW GROUND LEVEL PARTICULARLY IN SNOW AND HIGH RUNOFF TERRITORIES, TRACKS CONSTRUCTED AT OR BELOW GROUND LEVEL MUST HAVE FULL STANDARD ROADBED DITCHES.
 4. ALL NECESSARY DRAINAGE FACILITIES TO DIVERT RUNOFF WATER AWAY FROM TRACKS ARE TO BE PROVIDED AS APPROVED BY UNION PACIFIC RAILROAD'S CHIEF ENGINEER OF DESIGN.
 5. WALKWAYS WILL BE CONSTRUCTED TO COMPLY WITH STATE REQUIREMENTS.
 6. THESE STANDARDS DO NOT APPLY TO ORE AND COAL LINES OR OTHER HEAVILY USED TRACKS.
 7. REFER TO EXHIBIT "H" IF LESS THAN 12" OF SUBBALLAST IS TO BE USED.

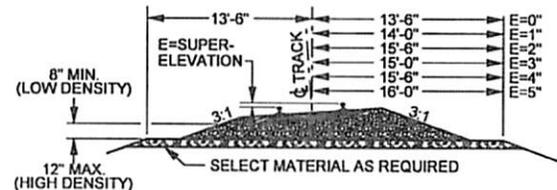
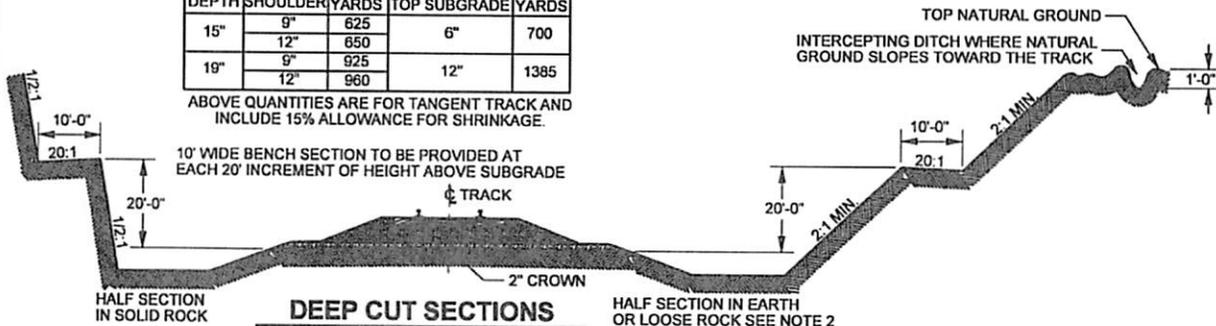
EXHIBIT "A-2"

 <p>UNION PACIFIC RAILROAD Office of Chief Engineer Design</p>	<p>INDUSTRY STANDARDS</p>
	<p>PREFERRED ROADBED STANDARDS FOR INDUSTRIAL TRACKS</p>
	<p>ADOPTED: JAN. 1, 1980 REVISED: AUG. 4, 2003 FILE NO.: EXHIBIT A-2</p>
<p>EXHIBIT "A-2"</p>	

MATERIAL REQUIRED FOR 1000 FEET OF SINGLE TRACK				
BALLAST		SELECTED MATERIAL		
DEPTH	SHOULDER	CUBIC YARDS	DEPTH ABOVE TOP SUBGRADE	CUBIC YARDS
15"	9"	625	6"	700
	12"	650		
19"	9"	925	12"	1385
	12"	960		

ABOVE QUANTITIES ARE FOR TANGENT TRACK AND INCLUDE 15% ALLOWANCE FOR SHRINKAGE.

10' WIDE BENCH SECTION TO BE PROVIDED AT EACH 20' INCREMENT OF HEIGHT ABOVE SUBGRADE

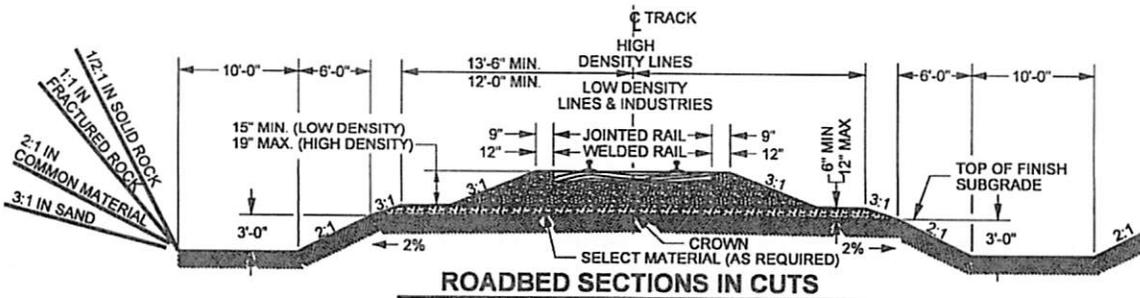


ROADBED SECTION AT CURVED TRACK

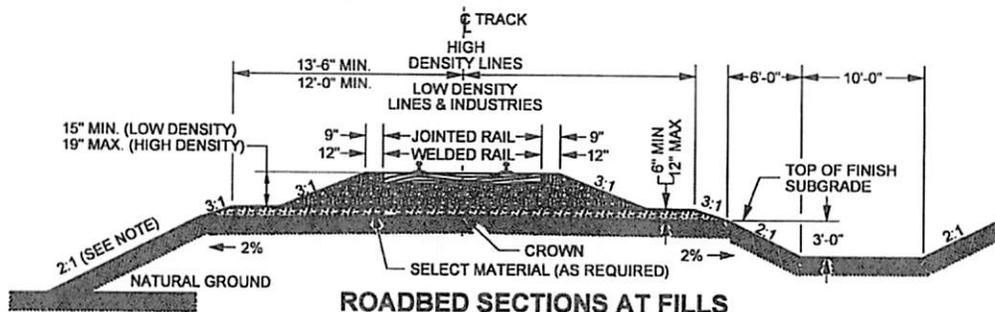
FOR DETAILS NOT SHOWN, SEE CUT AND FILL SECTIONS ELSEWHERE ON THIS SHEET

NOTES:

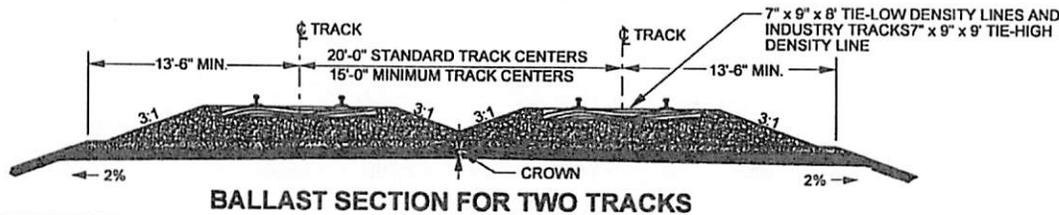
1. THE DEPTH OF BALLAST AND DEPTH OF SELECTED MATERIAL SHALL BE DECIDED ON THE BASIS OF VOLUME OF TRAFFIC AND THE QUALITY OF SELECTED MATERIAL AND SUBGRADE DETERMINED BY THE RAILROAD'S ENGINEER SUBJECT TO THE APPROVAL OF THE CHIEF ENGINEER.
2. SLOPES SHOWN FOR BANKS IN CUTS AND ON FILLS SHALL BE CONSIDERED STANDARD AND GENERALLY USED, BUT MAY BE MODIFIED AS REQUIRED BY LOCAL CONDITIONS AND CHARACTER OF MATERIAL.
3. BALLAST MUST BE EQUALIZED IN ADVANCE OF DRESSING SO THAT FINAL SECTION WILL CONFORM TO SLOPE REQUIREMENTS AND CHARACTER OF MATERIAL.
4. WHERE OFF-TRACK ROADWAY IS TO BE PROVIDED, ADD 10'-0" ADDITIONAL WIDTH TO THE ROADBED SECTION AT TOP OF SELECTED MATERIAL ELEVATION.
5. ALL FILL SLOPES SHALL BE FACED WITH COVER OF MATERIAL SUITABLE FOR GROWING GRASS AND HAVING A THICKNESS OF APPROXIMATELY 6 INCHES. THE OUTER SURFACE OF THIS COVER SHALL COINCIDE WITH THE DESIGN SLOPE OF THE EMBANKMENT. MATERIAL FOR THIS COVER MAY BE OBTAINED FROM STRIPPING.
6. FLOW LINE ON 0.2% MINIMUM GRADE DITCHES AND BENCHES.
7. FLAT BOTTOM DITCHES ARE REQUIRED FOR HIGH DENSITY LINES, HOWEVER A "V" DITCH IS ACCEPTABLE FOR INDUSTRY TRACKS WHEN RIGHT-OF-WAY IS LIMITED AND WHERE LOCAL CONDITIONS AND CHARACTER OF MATERIAL SO REQUIRE.
8. REF U.P. STD DWG PAGE 0001.



ROADBED SECTIONS IN CUTS



ROADBED SECTIONS AT FILLS



BALLAST SECTION FOR TWO TRACKS

UNION PACIFIC RAILROAD ENGINEERING STANDARDS

ROADBED SECTION FOR WOOD TIE TRACK CONSTRUCTION



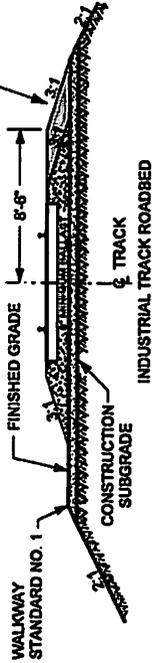
ADOPTED: JAN 21, 1927
REVISED: SEPT 29, 2006
FILE NO.: 0001B

STD DWG
0001B

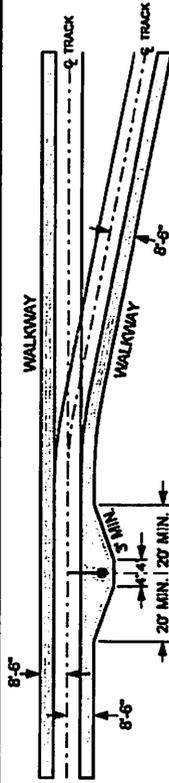
STD DWG
0001B

EXHIBIT

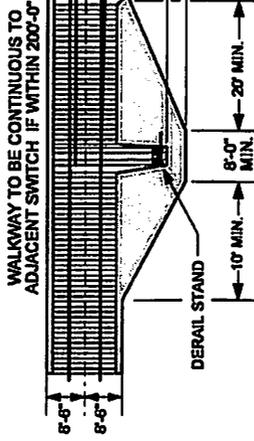
WALKWAY STANDARD NO. 2



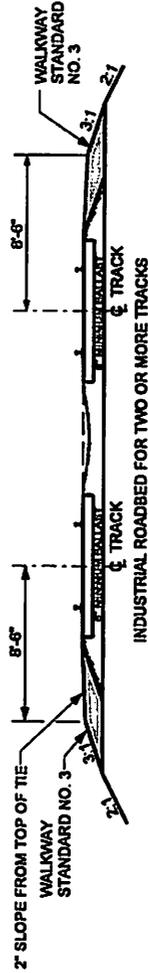
WALKWAY STANDARDS NO. 1 AND 2



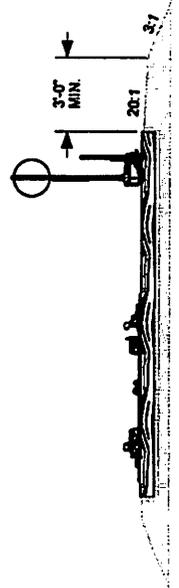
WALKWAY STANDARD NO. 3



WALKWAY STANDARD NO. 4



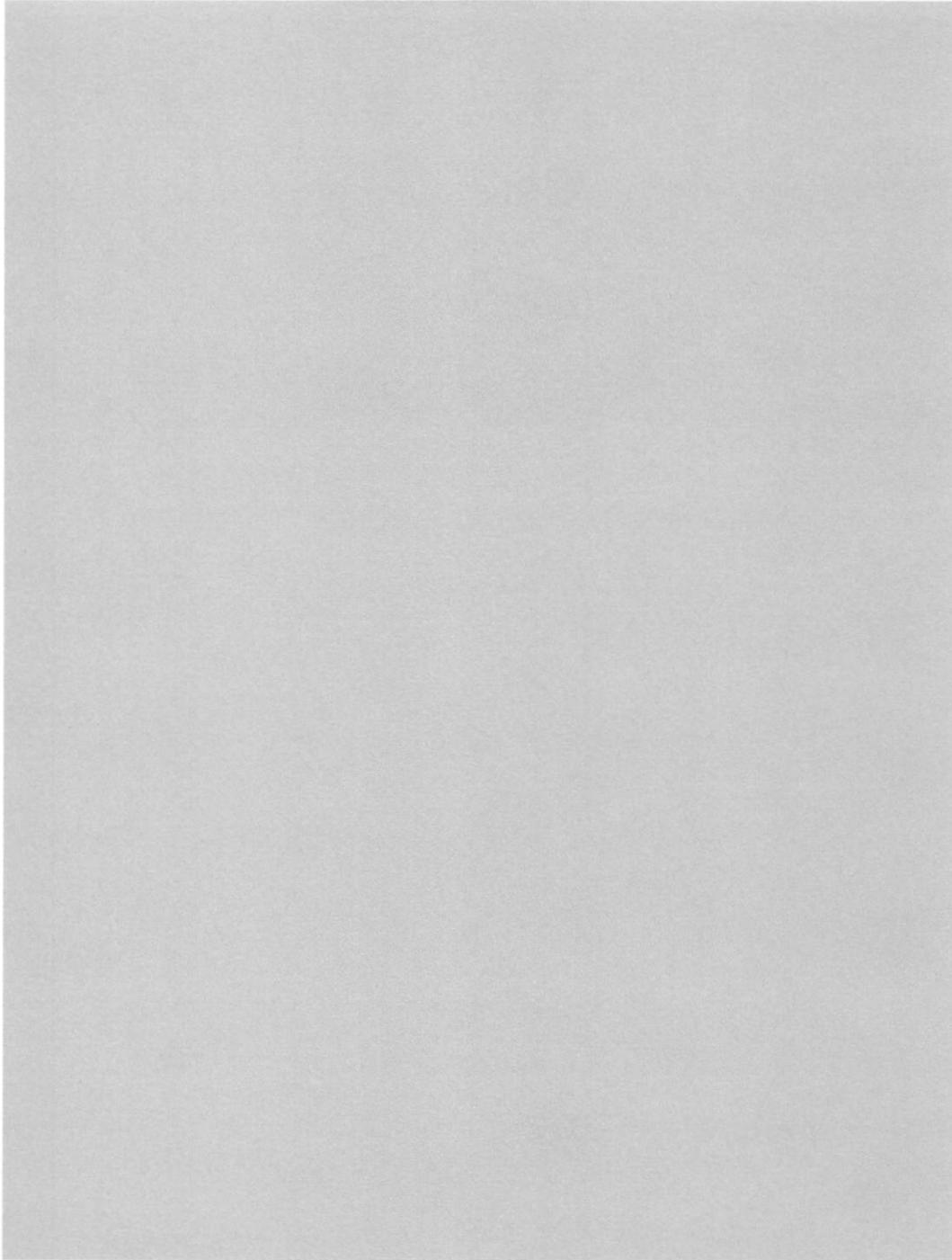
<p>UNION PACIFIC RAILROAD Office of Chief Engineer Design</p>	INDUSTRY STANDARDS
	<p>TYPICAL WALKWAY STANDARDS FOR INDUSTRIAL TRACKS</p>
<p>ADOPTED: JAN. 1, 1959 REVISED: AUG. 4, 2003 FILE NO.: EXHIBIT E</p>	<p>EXHIBIT</p>



Approved: Insurance Group
Created: 5/9/08
Last Modified: 3/15/2011

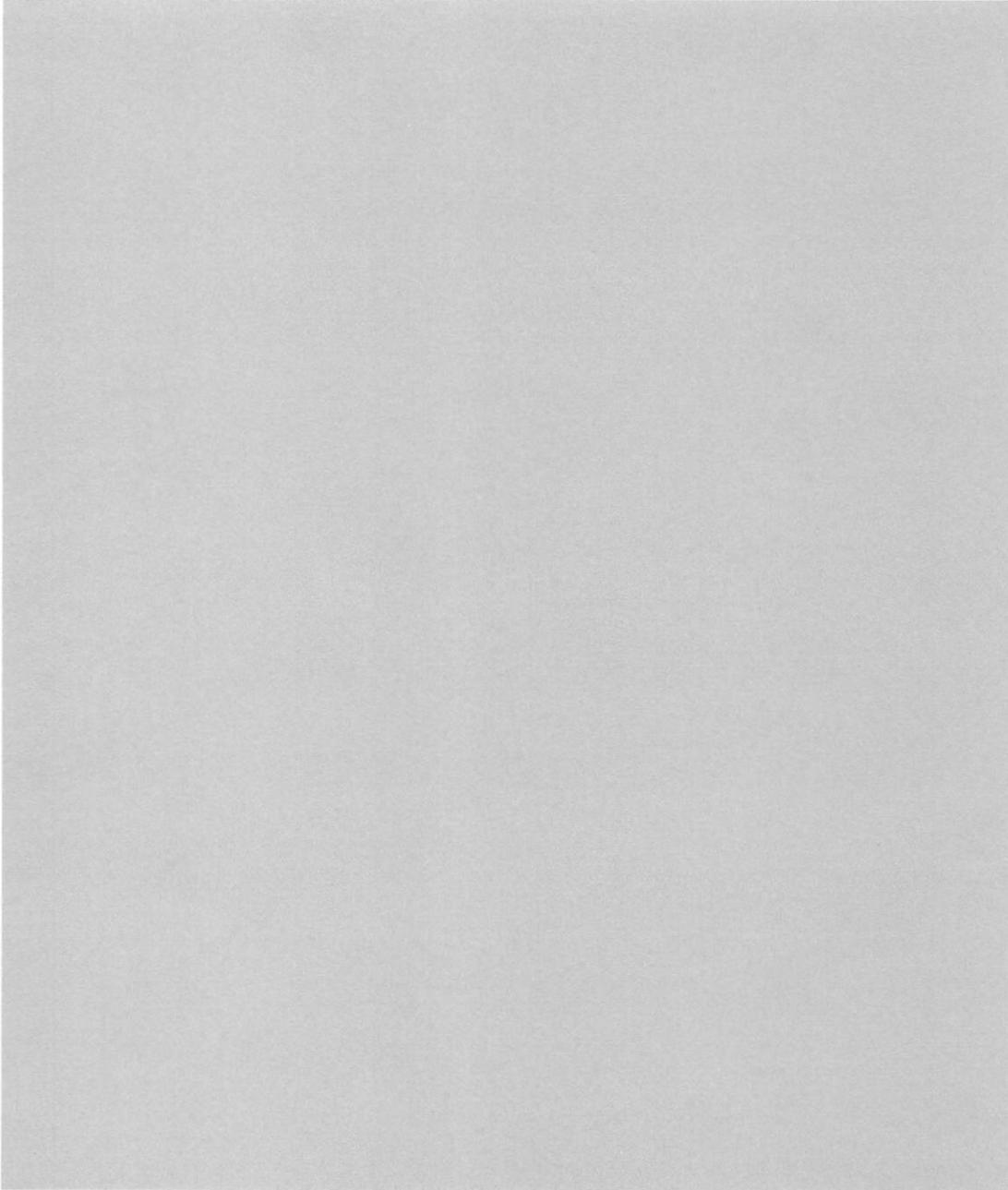
EXHIBIT B

**Union Pacific Railroad
Contract Insurance Requirements**



Approved: Insurance Group
Created: 5/9/06
Last Modified: 3/15/2011

EXHIBIT B

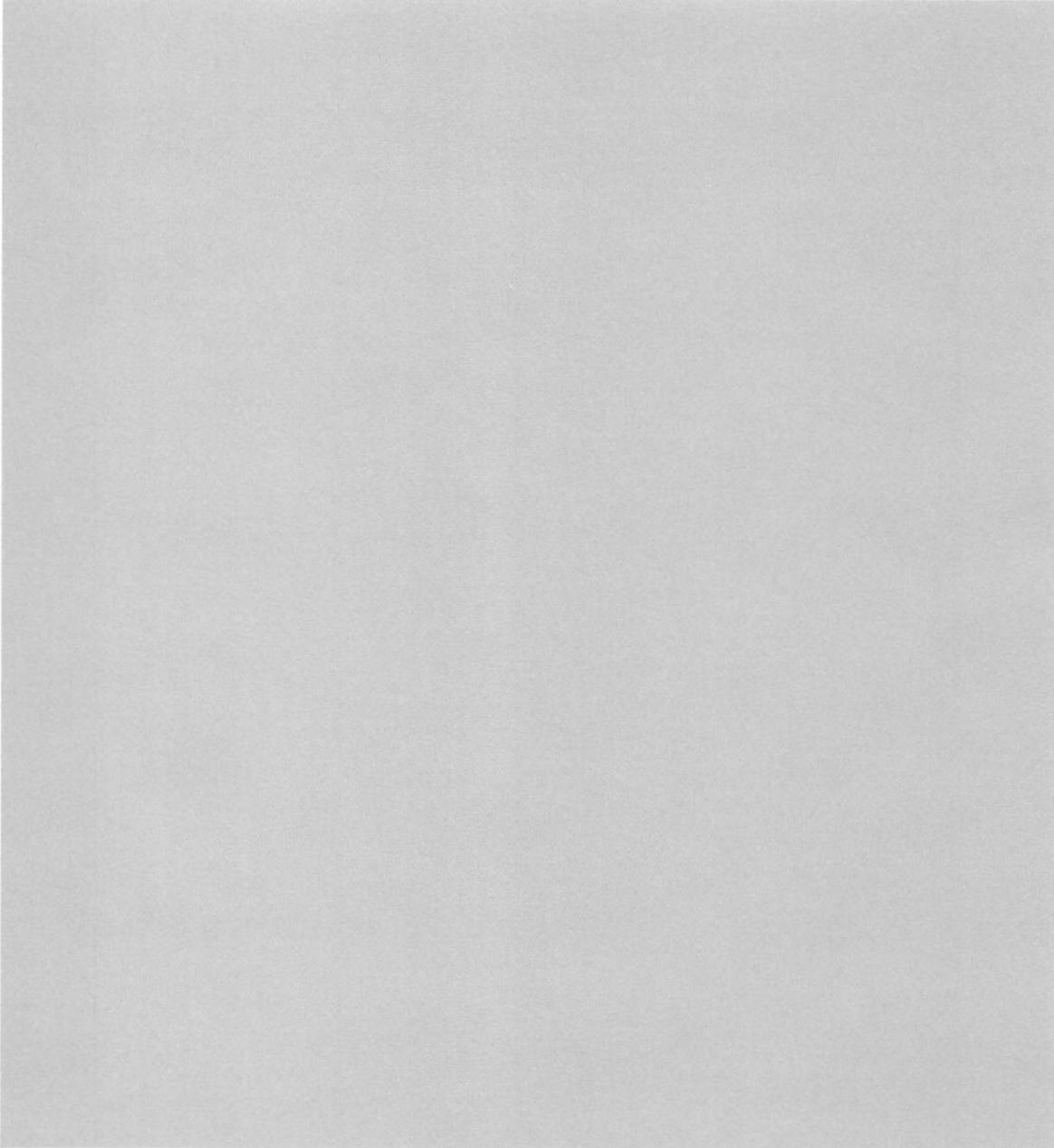


BOS 881115
Form Approved, AVP-Law

Folder No. 2748-61

EXHIBIT C

BILL OF SALE



SUPPLEMENTAL AGREEMENT NO. 1

THIS SUPPLEMENTAL AGREEMENT is made as of the 17th day of October, 2013, by and between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (hereinafter "Railroad") and FRAC RESOURCES, L.P., a limited partnership corporation to be addressed at 1806 South 16th Street, La Porte, Texas 77571 (hereinafter "Industry").

RECITALS:

By instrument dated May 21, 2013, the parties hereto or their predecessors in interest (if any), entered into an agreement (herein the "Basic Agreement") identified as Agreement Audit Number 268346, covering construction, maintenance and operation of Tracks 795, 796 and 797 at or near Milepost 16, Rockport Industrial Lead, in Elmendorf (Purcell), Bexar County, Texas. The Basic Agreement also covered Industry's extension of Railroad's Rockport Industrial Lead Track.

The parties hereto now desire to modify the Basic Agreement to provide for Industry's installation of five private road crossings across the Rockport Industrial Lead as shown on the drawing dated March 16, 2012, last revised September 10, 2013, marked Exhibit A, hereto attached and hereby made a part hereof, and to provide for Railroad's lump reimbursement to Industry of the cost to extend the Rockport Industrial Lead ("Track 793 Extension").

AGREEMENT:

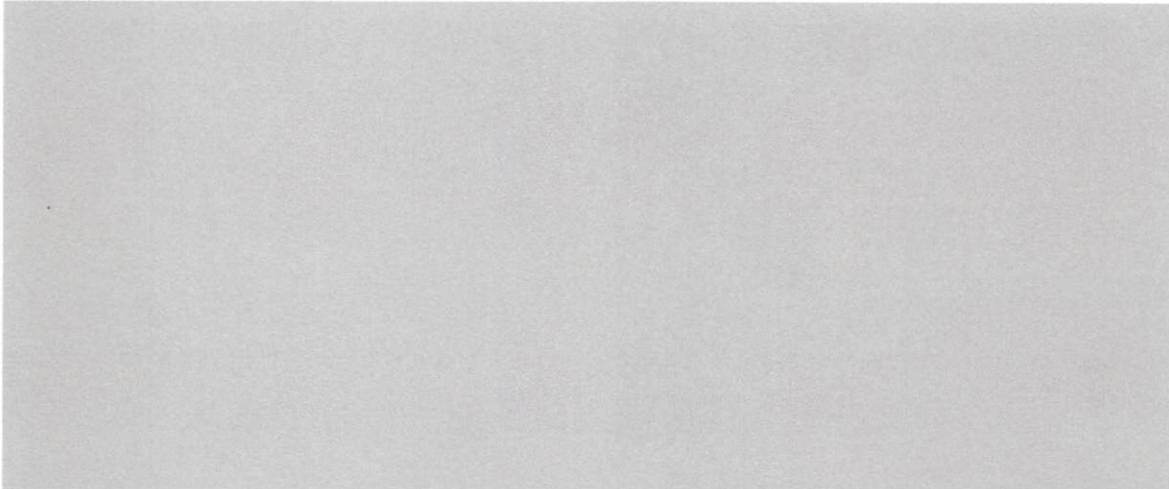
NOW, THEREFORE, IT IS AGREED by and between the parties hereto as follows:

Section 1. TRACK TO BE CONSTRUCTED BY INDUSTRY.



Section 2. AMENDMENT OF SECTION 4 OF BASIC AGREEMENT.

Effective as of the date first herein written, the following shall be added as a provision to the Basic Agreement and shall replace and supersede Section 4 of the Basic Agreement:



SUP 861219
Form Approved, AVP-Law

Folder No. 2748-61
Agreement Audit Number 268346

Section 3. EFFECTIVE DATE.

This Supplemental Agreement shall be effective as of the date first herein written.

Section 4. AGREEMENT SUPPLEMENTAL.

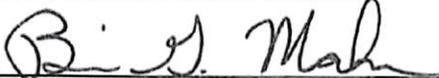
This Agreement is supplemental to the Basic Agreement, as herein amended, and nothing herein contained shall be construed as amending or modifying the same except as herein specifically provided.

Section 5. SIGNATURE IN COUNTERPARTS.

This Agreement may be executed in counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page of this Agreement by facsimile shall be effective as the delivery of a manually executed counterpart of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be executed as of the day and year first herein written.

UNION PACIFIC RAILROAD COMPANY

By 
Asst. Vice President-Network and Industrial Development

FRAC RESOURCES, L.P.

By 
Printed Name George T. Cook
Title CEO

SCOPE OF WORK

NOTE: INDUSTRY TO BUILD TRACK ON UPRR'S R/W AT INDUSTRY'S EXPENSE. INDUSTRY WILL DEED TRACK ON UPRR R/W TO UPRR WHEN TRACK IS COMPLETED. CONTRACTOR TO OBTAIN RIGHT OF ENTRY PRIOR TO CONSTRUCTION.

UPRR:

REALIGN 26.46 T.F. OF EXISTING RAIL
INSTALL (2) FIELD WELDS.

CONTRACTOR:

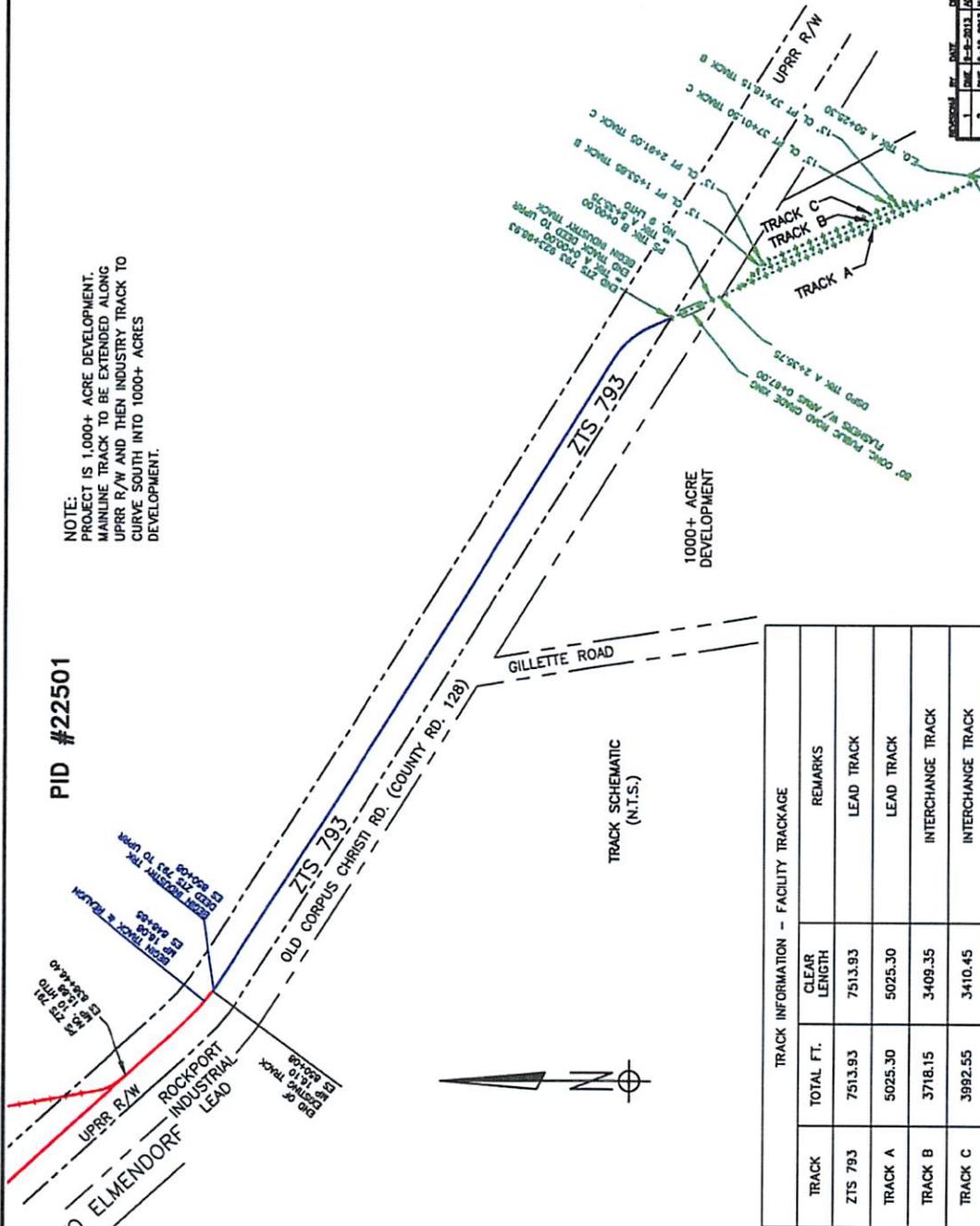
UPRR RIGHT OF WAY
SUPPLY
(2) FIELD WELDS
SUPPLY AND INSTALL
7.513.93 T.F. #1 RELAY 136# CWR WITH
7"x9"X8" GRADE TIES END PLATED, NO. 4 MAINLINE BALLAST,
TRACK TO BE SURFACED AND LINED WITH A 6700 TAMPER
AND BALLAST REGULATOR
(5) 16" PREFAB TIMBER PANELS WITH PRIVATE ROADWAY GRADE
CROSSING SIGNS

216 L.F. 72" 10 GA. RIVETED ALUMINIZED CMP
180 L.F. 48" 10 GA. RIVETED ALUMINIZED CMP
115 L.F. 24" 14 GA. CMP

INDUSTRY PROPERTY
SUPPLY AND INSTALL
12,304 T.F. 112# RAIL OR HEAVIER JOINTED RAIL
INCLUDING
(2) NO. 9 RHTO 136#
(2) NO. 9 LHTO 135#
(1) DSPD
(1) 80' CURVED CONCRETE PANEL CROSSING AND
FLASHERS WITH ARMS WARNING

NOTE:
PROJECT IS 1,000+ ACRE DEVELOPMENT.
MAINLINE TRACK TO BE EXTENDED ALONG
UPRR R/W AND THEN INDUSTRY TRACK TO
CURVE SOUTH INTO 1000+ ACRES
DEVELOPMENT.

PID #22501



TRACK INFORMATION - FACILITY TRACKAGE		REMARKS
TRACK	TOTAL FT.	
ZTS 793	7513.93	LEAD TRACK
TRACK A	5025.30	LEAD TRACK
TRACK B	3718.15	INTERCHANGE TRACK
TRACK C	3992.55	INTERCHANGE TRACK

EXHIBIT "A"

POSITION	DATE	DESCRIPTION
1	DWG. 14-1-2013	ISSUED ROAD CROSSING INFORMATION
2	DWG. 14-15-2013	MADE CHANGES, FINIS. RESOURCES, FORMALLY SET LOGSHEET

DESIGNED BY:	DME
CHECKED BY:	SE
DATE:	3/18/12
SHEET NUMBER:	1 of 27

FOR USE IN AGREEMENT WITH: UNION PACIFIC RAILROAD AND FINE RESOURCES, LLC.

LOCATION & DESCRIPTION: Milepost 16, ROCKPORT INDUSTRIAL LEAD, Elmendorf, Bexar County, TX

Trackage to Serve: Fine Resources, LLC.

ELMENDORF

CALL BEFORE YOU DIG
FIBER OPTIC CABLES
1-800-438-6313

CSR
Central States Resources, LLC.

17304 Bell North Drive
Schertz, TX 78154
OFF: 210.651.0988
FAX: 210.651.1334

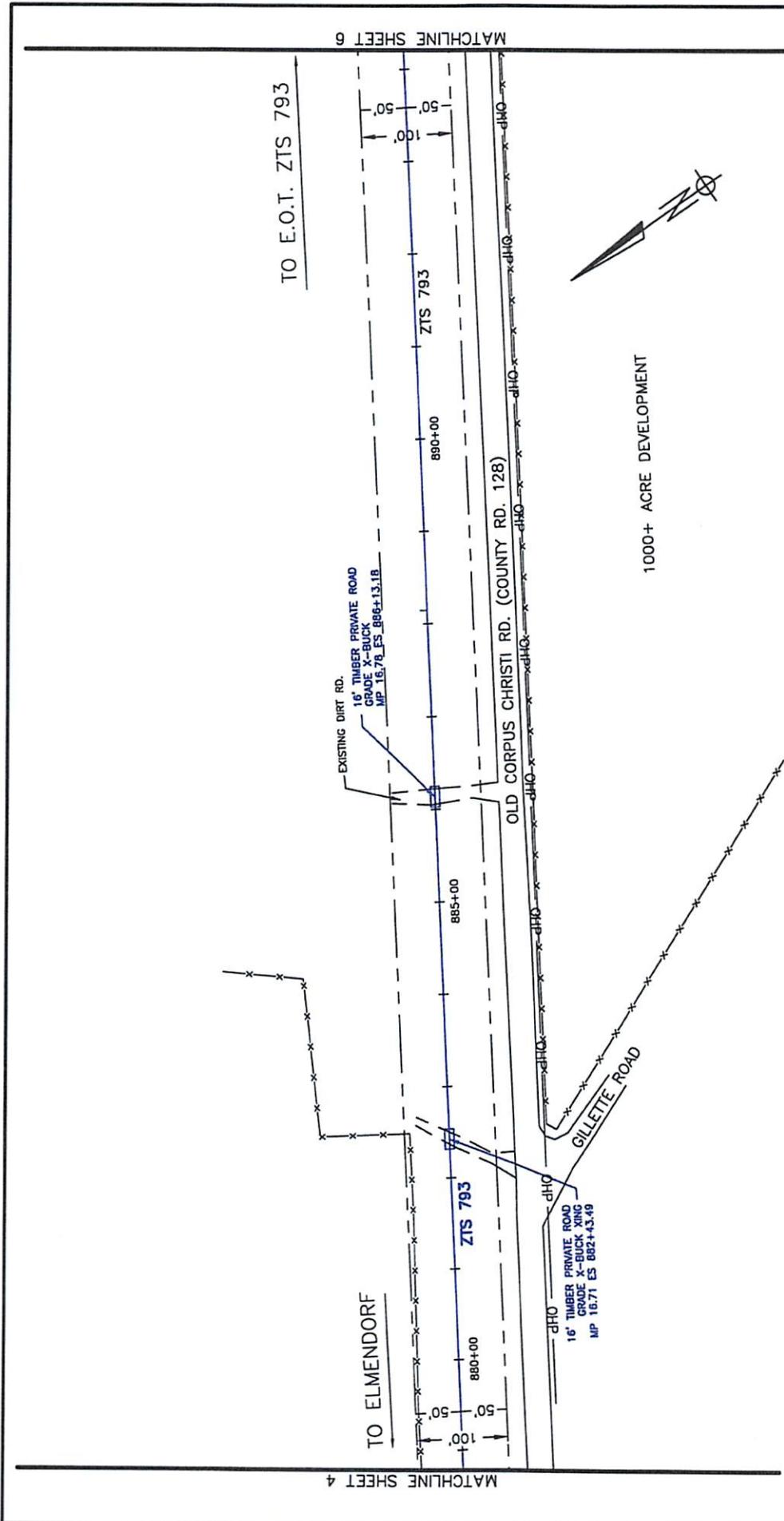
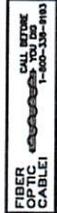
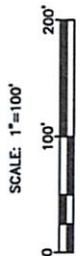


EXHIBIT "A"

REVISION	BY	DATE	DESCRIPTION
1	DSE	8-8-2013	Added Road Crossings
2	DSE	8-15-2013	Name change, from Reservoir, formerly ST1 Logistics

LEGEND	DESCRIPTION
	Existing Roadway
	Proposed Roadway
	Proposed Fiber Optic Trunking
	Proposed Fiber Optic Distribution
	Proposed Fiber Optic Splice
	Proposed Fiber Optic Manhole
	Proposed Fiber Optic Pole
	Proposed Fiber Optic Cable

DRAWN BY: D.J.E.
 CHECKED BY: S.H.G.
 DATE: 09-09-2013
 SHEET NUMBER: 5 OF 10



17304 Bell North Drive
 Schertz, Tx. 78154
 OFF: 210.651.0988
 FAX: 210.651.1334



ELMEN.CONST

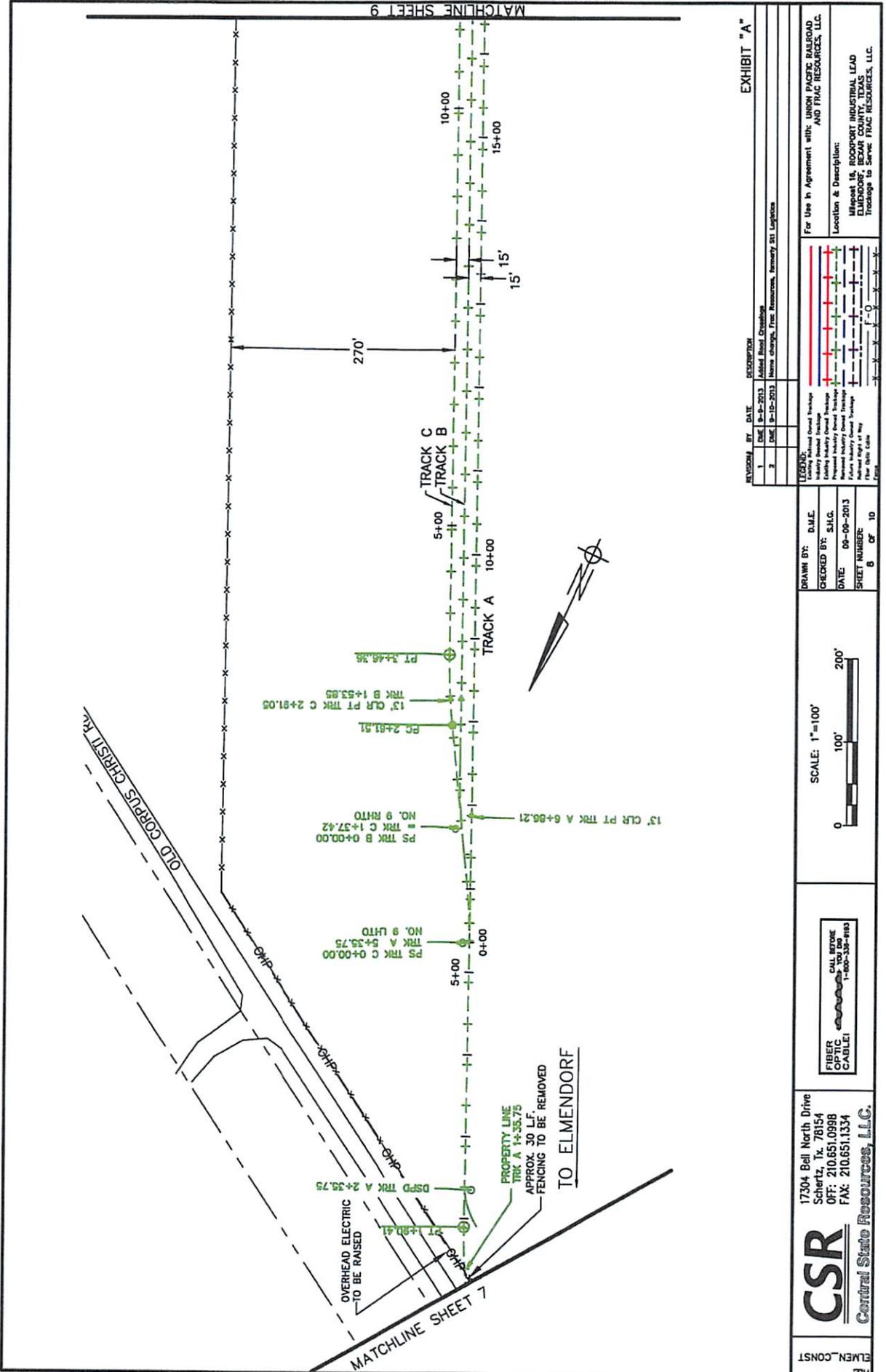


EXHIBIT "A"

REVISION	BY	DATE	DESCRIPTION
1	DME	8-8-2013	Added Road Drawings
2	DME	8-15-2013	Name change, Trac Resources, February 311 Legislation
3			

LEGEND	DESCRIPTION
	Existing Railroad Overhead Trackage
	Existing Industry Overhead Trackage
	Proposed Industry Overhead Trackage
	Future Industry Overhead Trackage
	Fiber Optic Cable

FOR USE IN AGREEMENT #10: UNION PACIFIC RAILROAD AND FRAC RESOURCES, LLC
LOCATION & DESCRIPTION: Mapquest 16, ROOPOORT INDUSTRIAL LEAD Trackage to Service FRAC RESOURCES, LLC

DRAWN BY: D.M.E.	CHECKED BY: S.J.G.
DATE: 09-08-2013	SHEET NUMBER: 6 OF 10

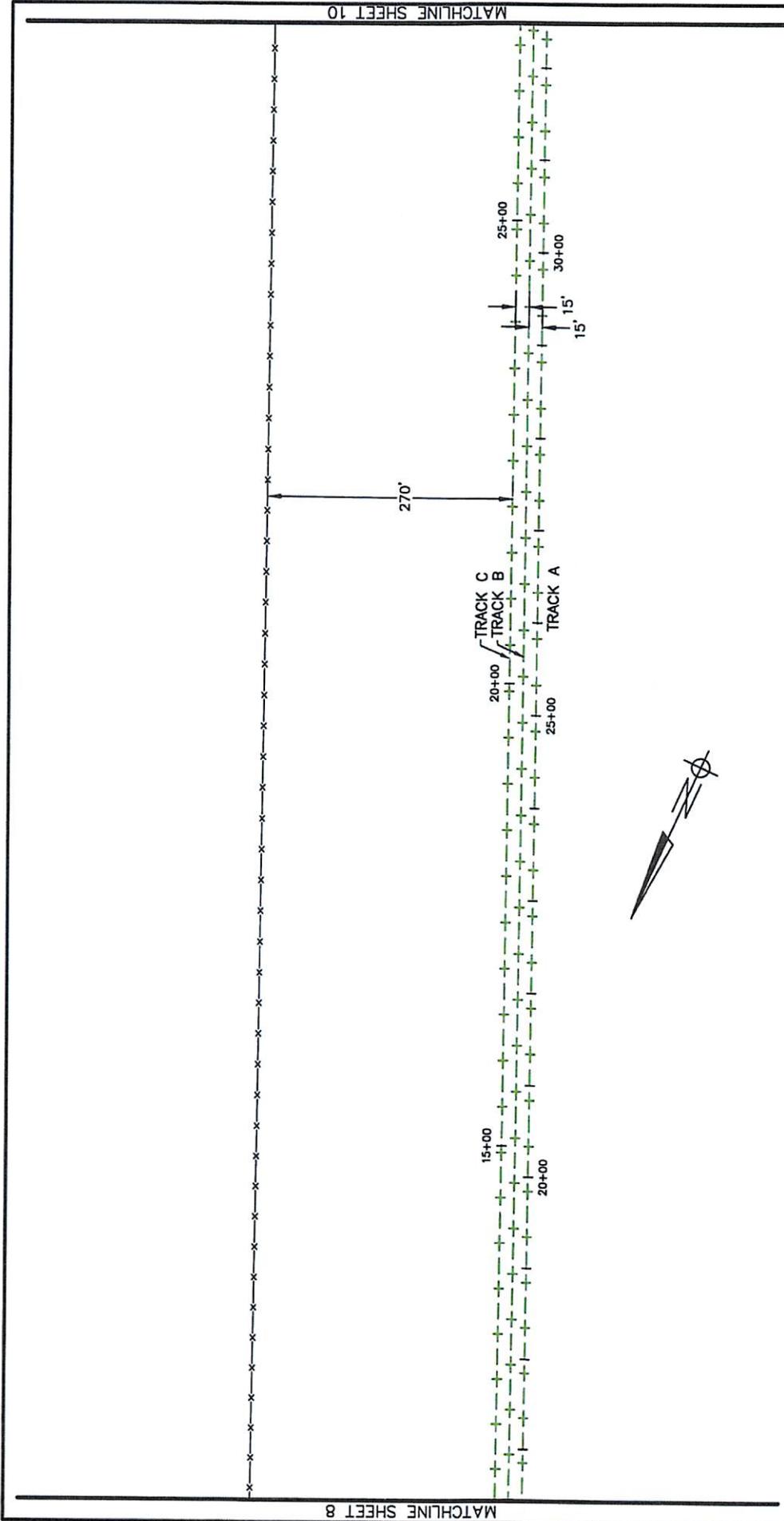
SCALE: 1"=100'

FIBER OPTIC CABLE
CALL BEFORE YOU DIG
1-800-368-8183

CSR
Central State Resources, LLC.

17304 Bell North Drive
Schertz, Tx. 78154
OFF: 210.651.0998
FAX: 210.651.1334

ELMEN.CONST



REVISION BY DATE DESCRIPTION 1 EAC 8-9-2013 Added Road Crossings 2 EAC 8-10-2013 Name change, Proc Resources, Summary B11 Updates		EXHIBIT "A"	
DESIGNED BY: D.M.E. CHECKED BY: S.H.C. DATE: 09-09-2013 SHEET NUMBER: 9 OF 10		LEGEND: Existing Right of Way Existing Roadway Proposed Right of Way Proposed Roadway Proposed Utility Crossings Proposed Utility Crossings Proposed Right of Way Proposed Right of Way	
17304 Bell North Drive Schertz, Tx, 78154 OFF: 210.651.0998 FAX: 210.651.1334 CSR Central State Resources, LLC.		For Use In Agreement with: UNION PACIFIC RAILROAD AND FRAC RESOURCES, LLC. Location & Description: MICHIGAN ROBERT INDUSTRIAL LEAD ELUMBER TRACKS TO SERVE: FRAC RESOURCES, LLC.	
FIBER CABLE CALL 800-8 1-800-338-8103		SCALE: 1"=100' 0 100' 200'	
ELMEN CONST		FILE	

MATCHLINE SHEET 8

MATCHLINE SHEET 10

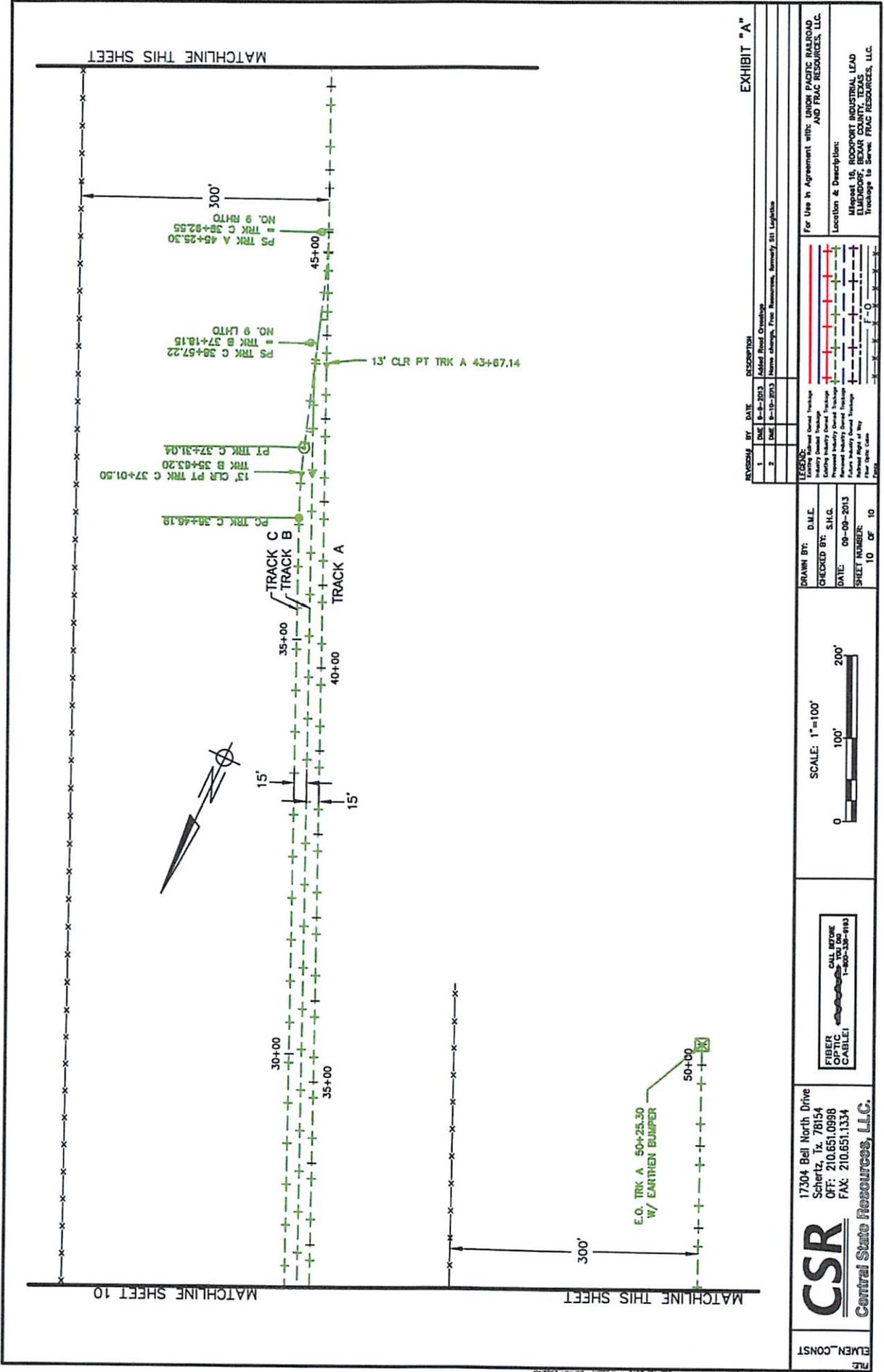


EXHIBIT "A"

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
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REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
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REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

REVISION	BY	DATE	DESCRIPTION
1	D.M.E.	8-8-2013	Added Road Crossings
2	D.M.E.	8-15-2013	Name change, Free Resources, formerly ESI Logistics

For Use in Agreement with UNION PACIFIC RAILROAD AND TRAC RESOURCES, L.L.C.
 Location & Description:
 Milepost 16, ROOPORT INDUSTRIAL, LEAD EMBROIDER, BEAUR COUNTY, TEXAS
 Trackage to Serve: TRAC RESOURCES, L.L.C.

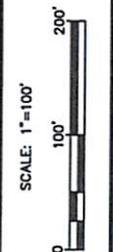
17304 Bell North Drive
 Schertz, Tx. 78154
 OFF: 210.651.0998
 FAX: 210.651.1334

CSR
 Central State Resources, L.L.C.

EMEN_CONST

17304 Bell North Drive
 Schertz, Tx. 78154
 OFF: 210.651.0998
 FAX: 210.651.1334

EMEN_CONST



FIBER OPTIC CABLE
 CALL BEFORE YOU DIG
 1-800-368-9183

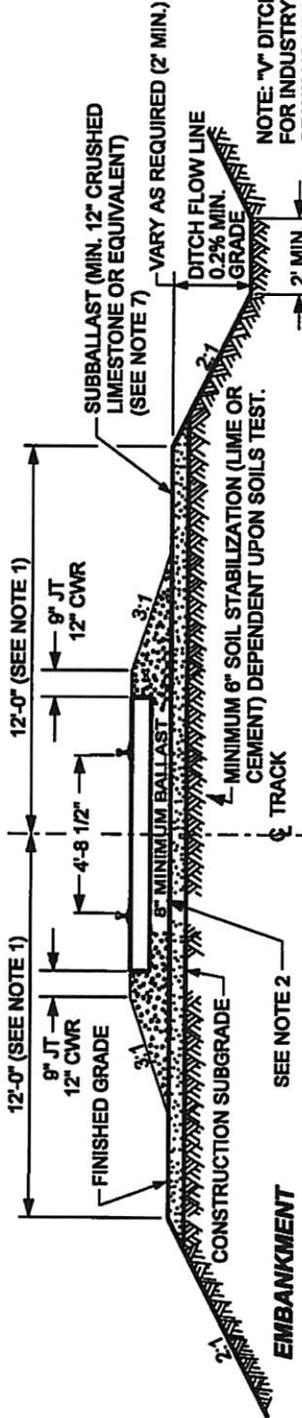
17304 Bell North Drive
 Schertz, Tx. 78154
 OFF: 210.651.0998
 FAX: 210.651.1334

CSR
 Central State Resources, L.L.C.

EMEN_CONST

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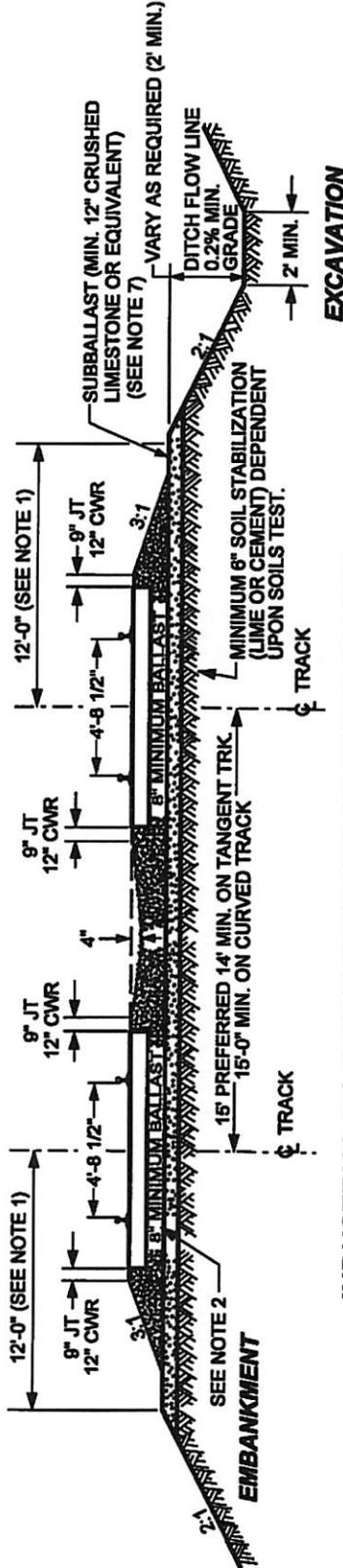
EMEN_CONST



NOTE: SLOPE OR CROWN SUBBALLAST AS LOCAL CONDITIONS INDICATE.

INDUSTRIAL TRACK ROADBED

TYPICAL SECTION

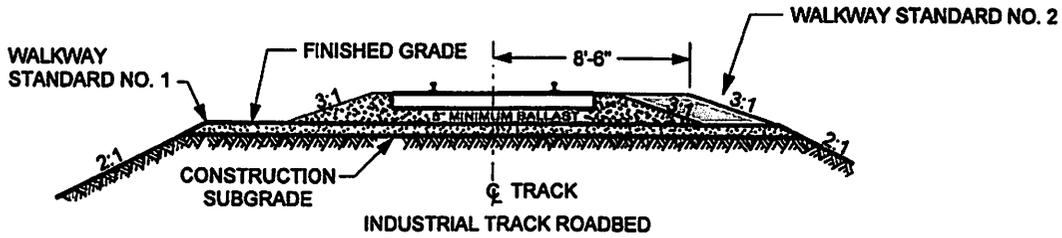


INDUSTRIAL ROADBED FOR TWO OR MORE TRACKS

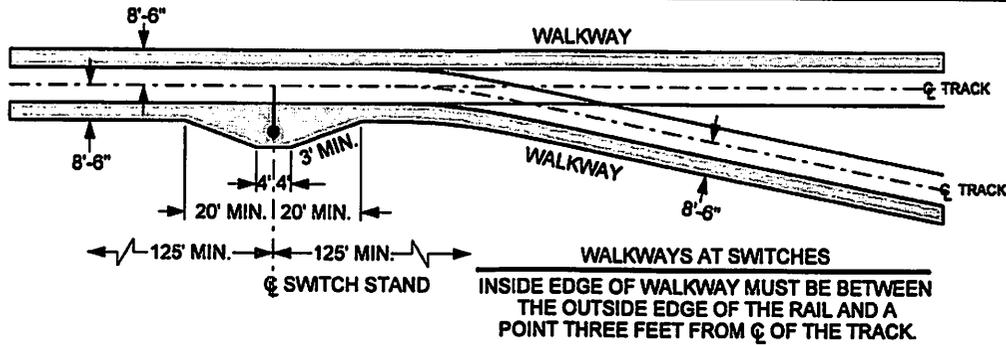
TYPICAL SECTION

- NOTES:
1. 12' SHOULDER WIDTH STANDARD. 11' SHOULDER MUST BE APPROVED BY CHIEF ENGINEER.
 2. IF USING CONCRETE TIES - 10" MINIMUM BALLAST UNDER TIES.
 3. PREFERABLY TRACKS WILL NOT BE DEPRESSED BELOW GROUND LEVEL PARTICULARLY IN SNOW AND HIGH RUNOFF TERRITORIES. TRACKS CONSTRUCTED AT OR BELOW GROUND LEVEL MUST HAVE FULL STANDARD ROADBED DITCHES.
 4. ALL NECESSARY DRAINAGE FACILITIES TO DIVERT RUNOFF WATER AWAY FROM TRACKS ARE TO BE PROVIDED AS APPROVED BY UNION PACIFIC RAILROAD'S CHIEF ENGINEER OF DESIGN.
 5. WALKWAYS WILL BE CONSTRUCTED TO COMPLY WITH STATE REQUIREMENTS.
 6. THESE STANDARDS DO NOT APPLY TO ORE AND COAL LINES OR OTHER HEAVILY USED TRACKS.
 7. REFER TO EXHIBIT "H" IF LESS THAN 12' OF SUBBALLAST IS TO BE USED.

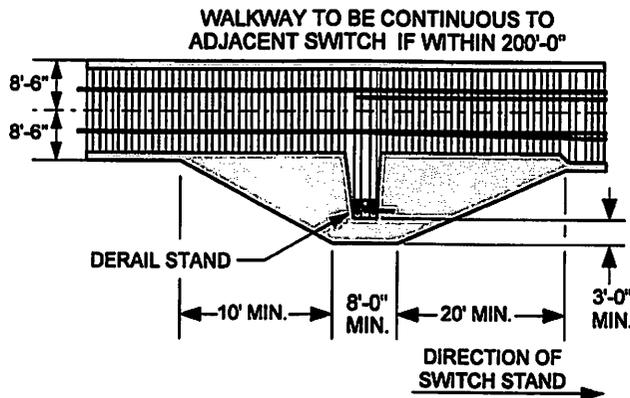
 <p>UNION PACIFIC RAILROAD Office of Chief Engineer Design</p>	INDUSTRY STANDARDS
	<p>PREFERRED ROADBED STANDARDS FOR INDUSTRIAL TRACKS</p>
<p>ADOPTED: JAN. 1, 1980 REVISED: AUG. 4, 2003 FILE NO.: EXHIBIT A-2</p>	<p>EXHIBIT "A-2"</p>



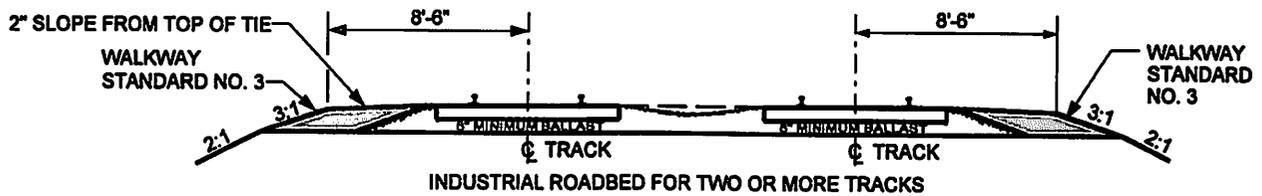
WALKWAY STANDARDS NO. 1 AND 2



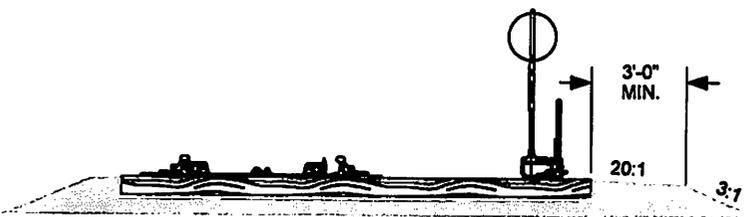
WALKWAY STANDARD NO. 3



WALKWAY STANDARD NO. 4



WALKWAY STANDARD NO. 5



TYP. SWITCH STAND SECTION



UNION PACIFIC RAILROAD

Office of Chief Engineer Design

INDUSTRY STANDARDS

TYPICAL WALKWAY STANDARDS FOR INDUSTRIAL TRACKS

ADOPTED: JAN. 1, 1996
REVISED: AUG. 4, 2003
FILE NO.: EXHIBIT E

EXHIBIT

"E"