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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 8, 2015

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 Railcar Schedule No. 003, dated as of March 16, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 31665.

The names and addresses of the parties to the enclosed document are:

Lessor:	Suntrust Equipment Finance & Leasing Corp. 300 E. Joppa Road, Suite 700 Towson, MD 21286
Lessee:	Crestwood Crude Services LLC 700 Louisiana Street, Suite 2550 Houston, TX 77002

A description of the equipment covered by the enclosed document is:

90 tank railcars within the series CCSX 1015 – CCSX 1211 as more particularly set forth on the attachment to the document.

Section Chief
April 8, 2015
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A short summary of the document to appear in the index is:

Memorandum of Railcar Schedule No. 003.

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

**MEMORANDUM OF
RAILCAR SCHEDULE NO. 003
(Surface Transportation Board)**

THIS MEMORANDUM OF RAILCAR SCHEDULE NO. 003 dated as of March 16, 2015, is between SUNTRUST EQUIPMENT FINANCE & LEASING CORP. (the "Lessor") and CRESTWOOD CRUDE SERVICES LLC (the "Lessee").

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

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto (the "Equipment") under Railcar Schedule No. 003, dated March 16, 2015 (the "Schedule"), incorporating therein that certain Railcar Lease Agreement No. 1, dated as of December 29, 2014 (hereinafter, the Schedule as amended, modified, supplemented and or replaced from time to time, the "Lease").

B. Under the Lease, Lessee collaterally assigned, granted, and conveyed to Lessor, a security interest in and lien on all of Lessee's right, title and interest in and to all of the following (whether now existing or hereafter created, the "Collateral"): (i) the Equipment described in such Schedule or otherwise covered thereby, together with all additions, attachments, accessories and accessions thereto; (ii) all subleases, chattel paper, accounts (from the sale or other disposition of the Equipment), security deposits, and general intangibles relating thereto, and any and all substitutions, replacements or exchanges for any such item of Equipment or other collateral, in each such case in which Lessee shall from time to time acquire an interest; and (iii) any and all insurance and/or other proceeds of the Equipment and the other Collateral.

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.

C. 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.

[The remainder of this page has been intentionally left blank]

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

I certify that I hold the title set forth below, that this instrument was signed on behalf of CRESTWOOD CRUDE SERVICES LLC. by authority of its manager or member and that I acknowledge that the execution of the foregoing instrument was the free act and deed of CRESTWOOD CRUDE SERVICES. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

LESSEE: CRESTWOOD CRUDE SERVICES LLC

By: 

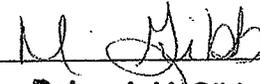
Name:

Title:

MICHAEL J. CAMPBELL
Sr. Vice-Pres. CFO

I certify that I hold the title set forth below, that this instrument was signed on behalf of SUNTRUST EQUIPMENT FINANCE & LEASING CORP. by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of SUNTRUST EQUIPMENT FINANCE & LEASING CORP. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

LESSOR: SUNTRUST FINANCE & LEASING CORP.

By: 

Name:

Title:

Deborah V. Gibb
Vice President

SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER INTERIM FINANCING SCHEDULE NO. 003

Number	Description/Type	Mark and Numbers
90	Newly constructed Trinity Tank Car, Inc. 30,300 gallon, non- coiled and insulated tank cars, stenciled specification DOT111A100W1	CCSX 1015, CCSX 1053, CCSX 1054, CCSX 1061, CCSX 1065, CCSX 1069, CCSX 1072, CCSX 1077, CCSX 1078, CCSX 1080, CCSX 1081, CCSX 1082, CCSX 1083, CCSX 1084, CCSX 1085, CCSX 1086, CCSX 1087, CCSX 1088, CCSX 1089, CCSX 1090, CCSX 1091, CCSX 1092, CCSX 1093, CCSX 1094, CCSX 1095, CCSX 1096, CCSX 1097, CCSX 1098, CCSX 1099, CCSX 1100, CCSX 1101, CCSX 1102, CCSX 1103, CCSX 1104, CCSX 1105, CCSX 1106, CCSX 1107, CCSX 1108, CCSX 1109, CCSX 1110, CCSX 1111, CCSX 1112, CCSX 1113, CCSX 1114, CCSX 1115, CCSX 1116, CCSX 1117, CCSX 1118, CCSX 1119, CCSX 1120, CCSX 1121, CCSX 1122, CCSX 1123, CCSX 1124, CCSX 1125, CCSX 1126, CCSX 1177, CCSX 1178, CCSX 1179, CCSX 1180, CCSX 1181, CCSX 1182, CCSX 1183, CCSX 1184, CCSX 1185, CCSX 1186, CCSX 1187, CCSX 1188, CCSX 1189, CCSX 1190, CCSX 1191, CCSX 1192, CCSX 1193, CCSX 1194, CCSX 1195, CCSX 1196, CCSX 1197, CCSX 1198, CCSX 1199, CCSX 1200, CCSX 1201, CCSX 1202, CCSX 1203, CCSX 1204, CCSX 1206, CCSX 1207, CCSX 1208, CCSX 1209, CCSX 1210, CCSX 1211

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: 4/8/15

Edward M Luria
Edward M. Luria