

November 20, 2014

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

**RE: CGLQ02017**

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as August 11, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Centennial Energy, LLC  
3773 Cherry Creek Dr. North #1000  
Denver, CO 80209

Lessor: The CIT Group/Equipment Financing,  
Inc. 30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series DBUX 340438 through DBUX 340444 and PLMX 135157 through PLMX 135186 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico  
VP, Contracts  
CIT Rail

Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11 day of August, 2014, is made by The CIT Group/Equipment Financing, a Delaware company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and Centennial Energy, LLC f/k/a Centennial Gas Liquids, LLC, a Colorado limited liability company, with an address at 3773 Cherry Creek Dr. North #1000, Denver, CO 80209 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Agreement") dated as of June 1, 2006. Pursuant to the Agreement, Lessor and Lessee entered into Schedule No. 17 thereto dated as of September 8, 2010 (as previously amended by Amendment No. 01 dated as of September 14, 2011, and effective as of October 1, 2011, the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor 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 the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

Lessor:  
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: John Graham  
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee 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 the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

Lessee:  
CENTENNIAL ENERGY, LLC

By: [Signature]  
Name: Jack Eberhardt  
Title: Executive V.ice President

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
10	33,500 gallon pressure tank car	DBUX	340438
		DBUX	340439
		DBUX	340441
		DBUX	340442
		DBUX	340444
		PLMX	135157
		PLMX	135158
		PLMX	135172
		PLMX	135173
		PLMX	135186