

Tina Amico  
VP, Contracts  
CIT Rail



August 25, 2015

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

RECORDATION NO. 31885  
FILED AUGUST 25, 2015 11:32 AM  
SURFACE TRANSPORTATION BOARD

**RE: KEM01001**

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 April 15, 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:           Kiros Energy Marketing, ULC  
Suite 206, 805-1<sup>st</sup> St.  
Calgary, Alberta T2P 7N2

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 PLMX 135160 through PLMX 137132 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

**CIT RAIL**  
30 South Wacker Drive  
Suite 3000  
Chicago, IL 60606

t: 312.906.5907 f: 312.906.5833  
[Tina.Amico@cit.com](mailto:Tina.Amico@cit.com)

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15 day of April 2014, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and KIROS ENERGY MARKETING ULC, an Alberta company, with an address at Suite 206, 805-1<sup>st</sup> St. SW, Calgary, Alberta T2P 7N2 (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 May 6, 2011. Pursuant to the Agreement, Lessor and Lessee entered into Schedule No. 01 thereto dated as of May 6, 2011 (as previously amended by Amendment No. 01 dated as of April 15, 2014, 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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Jeffrey T Lytle  
Title: SVP

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.

KIROS ENERGY MARKETING ULC

By: [Signature]  
Name: Lori Unger  
Title: General Manager

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**Schedule A**

<b><u>Quantity</u></b>	<b><u>Description</u></b>
25	33,500 gallon pressure tank cars with 2% nitrogen pad

**Reporting Marks and Numbers**

1	PLMX	135160
2	PLMX	135168
3	PLMX	135174
4	PLMX	135410
5	PLMX	135412
6	PLMX	135424
7	PLMX	135425
8	PLMX	135428
9	PLMX	135429
10	PLMX	135433
11	PLMX	135434
12	PLMX	135436
13	PLMX	135451
14	PLMX	135457
15	PLMX	135460
16	PLMX	135474
17	PLMX	135699
18	PLMX	137101
19	PLMX	137111
20	PLMX	137122
21	PLMX	137123
22	PLMX	137126
23	PLMX	137129
24	PLMX	137130
25	PLMX	137132