RECORDATION NO. 31537-E FILED
February, 24 2015 02:45 PM
SURFACE TRANSPORTATION BOARD

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

February 24, 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 Interim Financing Schedule No. 001-F, dated as of February 23, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 31537.

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:

15 tank railcars within the series CCSX 1204 – CCSX 1226 as more particularly set forth on the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Interim Financing Schedule No. 001-F.

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
INTERIM FINANCING SCHEDULE NO. 001-F
(Surface Transportation Board)

THIS MEMORANDUM OF INTERIM FINANCING SCHEDULE NO. 001-F dated as of February 23, 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 Interim Financing Schedule No. 001-F, dated February 23, 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: MICHAEL J. CAMPBELL
Title: 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: Cathy L. Paul
Authorized Signatory

SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER INTERIM FINANCING SCHEDULE NO. 001-F

Number	Description/Type	Mark and Numbers
15	Newly constructed Trinity Tank Car, Inc. 30,300 gallon, non-coiled and insulated tank cars, stenciled specification DOT111A100W1	CCSX 1204, CCSX 1211, CCSX 1212, CCSX 1213, CCSX 1214, CCSX 1216, CCSX 1217, CCSX 1218, CCSX 1215, CCSX 1219, CCSX 1220, CCSX 1221, CCSX 1223, CCSX 1225, and CCSX 1226

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: February 24, 2015

Edward M Luria

Edward M. Luria