

November 20, 2014

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

RE: CGLQ02015

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 CTCX 780150 through CTCX 780232 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

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11 day of August, 2014, is made by CIT Railcar Funding Company, LLC, a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and Centennial Energy, LLC, a Colorado limited liability company, with an address at 3773 Cherry Creek Dr. North #1000, Denver, Colorado 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. 15 thereto dated as of September 17, 2008, (as previously amended by Amendment No. 01 dated as of October 1, 2011, and effective November 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:

CIT RAILCAR FUNDING COMPANY, LLC

By: THE CIT GROUP/EQUIPMENT FINANCING, INC., as Manager

By: John G. Smith

Name: John G. Smith

Title: SVP - Legal

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: Jack Eberhardt

Name: Jack Eberhardt

Title: Executive Vice President

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
50	33,500 gallon capacity pressure tank cars	CTCX	780150
		CTCX	780151
		CTCX	780152
		CTCX	780153
		CTCX	780154
		CTCX	780155
		CTCX	780156
		CTCX	780157
		CTCX	780158
		CTCX	780159
		CTCX	780160
		CTCX	780161
		CTCX	780162
		CTCX	780163
		CTCX	780164
		CTCX	780165
		CTCX	780166
		CTCX	780167
		CTCX	780168
		CTCX	780169
		CTCX	780170
		CTCX	780172
		CTCX	780175
		CTCX	780176
		CTCX	780177
		CTCX	780178
		CTCX	780180
		CTCX	780182
		CTCX	780184
		CTCX	780208
		CTCX	780210
		CTCX	780211
		CTCX	780212
		CTCX	780213
		CTCX	780214
		CTCX	780215
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		CTCX	780229
		CTCX	780230
		CTCX	780231
		CTCX	780232