

Tina Amico  
VP, Contracts  
CIT Rail



RECORDATION NO. 32086  
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SURFACE TRANSPORTATION BOARD

January 26, 2016

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

**RE:GGLP02001**

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 March 13, 2015 to 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: Gibson Gas Liquids Partnership  
1700, 440 2<sup>nd</sup> Ave. SW  
Calgary, Alberta T2P 5E9

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 CBTX 784309 through CBTX 784458 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.  
If you have any questions or concerns, please contact Krishana Wilkerson at 312.906.5921.

Best regards,

/s

Tina Amico  
VP, Contracts  
CIT Rail

Enclosure

**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)

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13 day of March, 2015 is made by CIT RAIL LLC., a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and GIBSON GAS LIQUIDS PARTNERSHIP, a partnership, with an address at 1700, 440 2<sup>nd</sup> Ave. SW, Calgary, an Alberta T2P 5E9 (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 March 13, 2015 and Schedule No. 01 thereto dated as of March 13, 2015 (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.

CIT RAIL LLC

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

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.

LESSEE: GIBSON GAS LIQUIDS PARTNERSHIP

By: Its Managing Partner, Gibson Energy ULC

By: [Signature]  
Name: SHANE CAMTAIS  
Title: 3/13/2015

**Schedule A**

<b><u>Quantity</u></b>	<b><u>Description</u></b>
149	33,500 gallon, pressure tank cars

1	CBTX	784309
2	CBTX	784310
3	CBTX	784311
4	CBTX	784312
5	CBTX	784313
6	CBTX	784314
7	CBTX	784315
8	CBTX	784316
9	CBTX	784317
10	CBTX	784318
11	CBTX	784319
12	CBTX	784320
13	CBTX	784321
14	CBTX	784322
15	CBTX	784323
16	CBTX	784324
17	CBTX	784325
18	CBTX	784326
19	CBTX	784327
20	CBTX	784328
21	CBTX	784329
22	CBTX	784330
23	CBTX	784331
24	CBTX	784332
25	CBTX	784333
26	CBTX	784334
27	CBTX	784335
28	CBTX	784336
29	CBTX	784337
30	CBTX	784338
31	CBTX	784340
32	CBTX	784341
33	CBTX	784342
34	CBTX	784343
35	CBTX	784344
36	CBTX	784345
37	CBTX	784346
38	CBTX	784347
39	CBTX	784348
40	CBTX	784349
41	CBTX	784350
42	CBTX	784351
43	CBTX	784352
44	CBTX	784353
45	CBTX	784354

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46	CBTX	784355
47	CBTX	784356
48	CBTX	784357
49	CBTX	784358
50	CBTX	784359
51	CBTX	784360
52	CBTX	784361
53	CBTX	784362
54	CBTX	784363
55	CBTX	784364
56	CBTX	784365
57	CBTX	784366
58	CBTX	784367
59	CBTX	784368
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61	CBTX	784370
62	CBTX	784371
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78	CBTX	784387
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83	CBTX	784392
84	CBTX	784393
85	CBTX	784394
86	CBTX	784395
87	CBTX	784396
88	CBTX	784397
89	CBTX	784398
90	CBTX	784399
91	CBTX	784400
92	CBTX	784401
93	CBTX	784402
94	CBTX	784403

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95	CBTX	784404
96	CBTX	784405
97	CBTX	784406
98	CBTX	784407
99	CBTX	784408
100	CBTX	784409
101	CBTX	784410
102	CBTX	784411
103	CBTX	784412
104	CBTX	784413
105	CBTX	784414
106	CBTX	784415
107	CBTX	784416
108	CBTX	784417
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111	CBTX	784420
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120	CBTX	784429
121	CBTX	784430
122	CBTX	784431
123	CBTX	784432
124	CBTX	784433
125	CBTX	784434
126	CBTX	784435
127	CBTX	784436
128	CBTX	784437
129	CBTX	784438
130	CBTX	784439
131	CBTX	784440
132	CBTX	784441
133	CBTX	784442
134	CBTX	784443
135	CBTX	784444
136	CBTX	784445
137	CBTX	784446
138	CBTX	784447
139	CBTX	784448
140	CBTX	784449
141	CBTX	784450
142	CBTX	784451
143	CBTX	784452
144	CBTX	784453

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145	CBTX	784454
146	CBTX	784455
147	CBTX	784456
148	CBTX	784457
149	CBTX	784458

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