



CORPORATION SERVICE COMPANY

RECORDATION NO. 26616 FILED

OCT 12 '06

1-10 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea

Date: October 11, 2006

Order#: 519433/005

Re: PLMX2802-PLMX76367 SEMMATERIALS, L.P.

Please process the enclosed documents for the service indicated below.

XX Other: Primary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 10/20/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE THE CHECK FOR MORE THAN THIS AMOUNT.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to my attention.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee:  
Semmaterials, L.P.  
Two Warren Place  
6120 South Yale Avenue, Suite 700  
Tulsa, OK 74136

Lessor:



CORPORATION SERVICE COMPANY

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21<sup>st</sup> day of June, 2006 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SEMMATERIALS, L.P. an Oklahoma Limited Partnership, with an address at Two Warren Place, 6120 South Yale Avenue, Suite 700, Tulsa, Oklahoma 74136-4216 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 21, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, 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: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of SemOperating G.P., L.L.C., its General Partner of Lessee, 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.

SEMMATERIALS, L.P.

By: SemOperating G.P., L.L.C., its General Partner

Signature: Frank R. Panzer

Name Frank R. Panzer

Title: President of SemMaterials, L.P.

# Schedule A

## Number of Cars

## Equipment Description

10 22,000 through 24,000 gallon capacity tank cars, exterior coiled, insulated

1	PLMX	2802
2	PLMX	2804
3	PLMX	2812
4	PLMX	2819
5	PLMX	2822
6	PLMX	2831
7	PLMX	2847
8	PLMX	2850
9	PLMX	25545
10	PLMX	76367