

Sean Dougherty  
AVP, Contracts  
CIT Rail



September 10, 2008

Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO 26616 FILED

SEP 10 '08

3-07 PM

RE: SMGP01004

SURFACE TRANSPORTATION BOARD

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 of **June 24, 2008**, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number **26616**.

The names and addresses of the parties to the enclosed document are:

**Lessee:** SEMMATERIALS, L.P.  
Two Warren Place, 6120 South Yale Avenue  
Suite 700  
Tulsa, OK 74136-4216

**Lessor:** The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive Suite 3000  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **DBUX 230000 thru 230024** 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

Sean Dougherty  
AVP, Contracts  
CIT Rail

Enclosures

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

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[sean.dougherty@cit.com](mailto:sean.dougherty@cit.com)

## MEMORANDUM OF RAILCAR LEASE

SEP 10 '08

3-07 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of June, 2008 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, IL 60606 (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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 12, 2006 and given Recordation Number 26616.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in Schedule A hereto, 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 Thyle  
Title: SVP Leasing

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  
Signature: [Signature]  
Name: Frank R. Panzer  
Title: President



# Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
24	22,000 through 24,000 gallon capacity tank cars, exterior coiled, insulated	
1	DBUX	230000
2	DBUX	230001
3	DBUX	230002
4	DBUX	230003
5	DBUX	230004
6	DBUX	230005
7	DBUX	230006
8	DBUX	230007
9	DBUX	230008
10	DBUX	230009
11	DBUX	230010
12	DBUX	230011
13	DBUX	230012
14	DBUX	230013
15	DBUX	230015
16	DBUX	230016
17	DBUX	230017
18	DBUX	230018
19	DBUX	230019
20	DBUX	230020
21	DBUX	230021
22	DBUX	230022
23	DBUX	230023
24	DBUX	230024