

RECORDATION NO. 30173 FILED
April 16, 2012 03:50 PM
SURFACE TRANSPORTATION BOARD

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April 16, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 16, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: Keane Frac LP
101 Keane Road
Lewis Run, PA 16738]

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A description of the railroad equipment covered by the enclosed document
is:

100 covered hopper railcars: TILX 329611 – TILX 329710.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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,



✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of April 10, 2012 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

Lessor and Keane Frac LP, a Pennsylvania limited partnership (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of May 26, 2011, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective May 26, 2011 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 16th day of April 2012, before a Notary Public in an for said County and State, personally appeared C. Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on April 16, 2012 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Sarrant

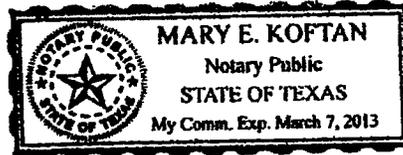


EXHIBIT A

Equipment: 3,281 cubic foot capacity covered hopper cars
Quantity: One Hundred (100)
Road Numbers: See Schedule I attached hereto

SCHEDULE I

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 329611	KEANE FRAC LP	1
TILX 329612	KEANE FRAC LP	1
TILX 329613	KEANE FRAC LP	1
TILX 329614	KEANE FRAC LP	1
TILX 329615	KEANE FRAC LP	1
TILX 329616	KEANE FRAC LP	1
TILX 329617	KEANE FRAC LP	1
TILX 329618	KEANE FRAC LP	1
TILX 329619	KEANE FRAC LP	1
TILX 329620	KEANE FRAC LP	1
TILX 329621	KEANE FRAC LP	1
TILX 329622	KEANE FRAC LP	1
TILX 329623	KEANE FRAC LP	1
TILX 329624	KEANE FRAC LP	1
TILX 329625	KEANE FRAC LP	1
TILX 329626	KEANE FRAC LP	1
TILX 329627	KEANE FRAC LP	1
TILX 329628	KEANE FRAC LP	1
TILX 329629	KEANE FRAC LP	1
TILX 329630	KEANE FRAC LP	1
TILX 329631	KEANE FRAC LP	1
TILX 329632	KEANE FRAC LP	1
TILX 329633	KEANE FRAC LP	1
TILX 329634	KEANE FRAC LP	1
TILX 329635	KEANE FRAC LP	1
TILX 329636	KEANE FRAC LP	1
TILX 329637	KEANE FRAC LP	1
TILX 329638	KEANE FRAC LP	1
TILX 329639	KEANE FRAC LP	1
TILX 329640	KEANE FRAC LP	1
TILX 329641	KEANE FRAC LP	1
TILX 329642	KEANE FRAC LP	1
TILX 329643	KEANE FRAC LP	1
TILX 329644	KEANE FRAC LP	1
TILX 329645	KEANE FRAC LP	1
TILX 329646	KEANE FRAC LP	1
TILX 329647	KEANE FRAC LP	1
TILX 329648	KEANE FRAC LP	1
TILX 329649	KEANE FRAC LP	1

[Memorandum of Lease Agreement]

TILX 329650	KEANE FRAC LP	1
TILX 329651	KEANE FRAC LP	1
TILX 329652	KEANE FRAC LP	1
TILX 329653	KEANE FRAC LP	1
TILX 329654	KEANE FRAC LP	1
TILX 329655	KEANE FRAC LP	1
TILX 329656	KEANE FRAC LP	1
TILX 329657	KEANE FRAC LP	1
TILX 329658	KEANE FRAC LP	1
TILX 329659	KEANE FRAC LP	1
TILX 329660	KEANE FRAC LP	1
TILX 329661	KEANE FRAC LP	1
TILX 329662	KEANE FRAC LP	1
TILX 329663	KEANE FRAC LP	1
TILX 329664	KEANE FRAC LP	1
TILX 329665	KEANE FRAC LP	1
TILX 329666	KEANE FRAC LP	1
TILX 329667	KEANE FRAC LP	1
TILX 329668	KEANE FRAC LP	1
TILX 329669	KEANE FRAC LP	1
TILX 329670	KEANE FRAC LP	1
TILX 329671	KEANE FRAC LP	1
TILX 329672	KEANE FRAC LP	1
TILX 329673	KEANE FRAC LP	1
TILX 329674	KEANE FRAC LP	1
TILX 329675	KEANE FRAC LP	1
TILX 329676	KEANE FRAC LP	1
TILX 329677	KEANE FRAC LP	1
TILX 329678	KEANE FRAC LP	1
TILX 329679	KEANE FRAC LP	1
TILX 329680	KEANE FRAC LP	1
TILX 329681	KEANE FRAC LP	1
TILX 329682	KEANE FRAC LP	1
TILX 329683	KEANE FRAC LP	1
TILX 329684	KEANE FRAC LP	1
TILX 329685	KEANE FRAC LP	1
TILX 329686	KEANE FRAC LP	1
TILX 329687	KEANE FRAC LP	1
TILX 329688	KEANE FRAC LP	1
TILX 329689	KEANE FRAC LP	1
TILX 329690	KEANE FRAC LP	1
TILX 329691	KEANE FRAC LP	1
TILX 329692	KEANE FRAC LP	1

[Memorandum of Lease Agreement]

TILX 329693	KEANE FRAC LP	1
TILX 329694	KEANE FRAC LP	1
TILX 329695	KEANE FRAC LP	1
TILX 329696	KEANE FRAC LP	1
TILX 329697	KEANE FRAC LP	1
TILX 329698	KEANE FRAC LP	1
TILX 329699	KEANE FRAC LP	1
TILX 329700	KEANE FRAC LP	1
TILX 329701	KEANE FRAC LP	1
TILX 329702	KEANE FRAC LP	1
TILX 329703	KEANE FRAC LP	1
TILX 329704	KEANE FRAC LP	1
TILX 329705	KEANE FRAC LP	1
TILX 329706	KEANE FRAC LP	1
TILX 329707	KEANE FRAC LP	1
TILX 329708	KEANE FRAC LP	1
TILX 329709	KEANE FRAC LP	1
TILX 329710	KEANE FRAC LP	1

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: 4/16/12

Edward M Luria
Edward M. Luria