

RECORDATION NO 30542  
FILED  
December 06, 2012 04:00 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 6, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, effective as of July 7, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, Ohio 43537

Lessee: Platinum Energy Solutions, Inc.  
2100 West Loop South  
Suite 1400  
Houston, TX 77027

Section Chief  
December 6, 2012  
Page 2

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

94 railcars within the series AEX 19494 – AEX 19835, ANGX 4155 – ANGX 4167 and RMGX 9006 – RMGX 9127 as more particularly set forth in the attachment to the document.

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

Memorandum of Schedule #1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**THE ANDERSONS, INC.**

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**MEMORANDUM OF SCHEDULE #1 TO  
FULL SERVICE MASTER LEASE AGREEMENT**

**between**

**THE ANDERSONS, INC.**

**as Lessor**

**and**

**PLATINUM ENERGY SOLUTIONS, INC.**

**as Lessee**

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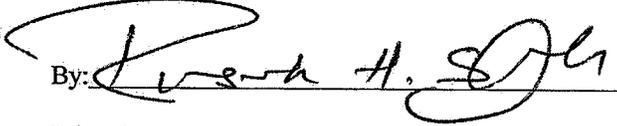
**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of July 7, 2011, by and between THE ANDERSONS, INC., an Ohio Corporation ("Lessor"), and PLATINUM ENERGY SOLUTIONS, INC., a Nevada Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated July 7, 2011 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 7, 2011 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

THE ANDERSONS, INC.  
Lessor

By: 

Printed

Name: RASESH H. SHAH

Title: PRESIDENT RAIL GROUP

Date: 7/28/2011

PLATINUM ENERGY SOLUTIONS, INC.  
Lessee

By: 

Printed

Name: J. L. KELLEHER

Title: CFO

Date: 7/15/11

STATE OF OHIO, COUNTY OF LUCAS, TO WIT:

On this 28<sup>th</sup> day of July, 2011 before me appeared, Rasesh H. Shah to me personally known, who being by me duly sworn, says that he is the President, Rail Group of THE ANDERSONS, INC., an Ohio Corporation, that said instrument was signed on July 28, 2011 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.



[Notarial Seal]

My commission expires:

Julie Ann Dibble  
Notary Public

**JULIE ANN DIBBLE**  
Notary Public, State of Ohio  
Commission Expires 9-23-2015

STATE OF TEXAS, COUNTY OF HARRIS, TO WIT:

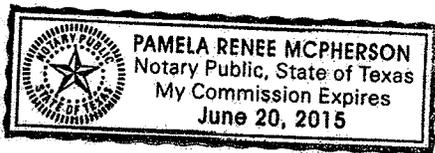
On this 15 day of July, 2011 before me appeared, J. Eugene Boush to me personally known, who being by me duly sworn, says that he is a CEO of PLATINUM ENERGY SOLUTIONS, INC., a Nevada Corporation, that said instrument was signed on July 15, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

6/20/2015

Pamela Renee McPherson  
Notary Public



**EXHIBIT A**

**Car List  
Ninety-Four (94) Gondolas**

1	AEX 019494	36	AEX 019746	71	ANGX004164
2	AEX 019498	37	AEX 019747	72	ANGX004166
3	AEX 019500	38	AEX 019748	73	ANGX004167
4	AEX 019503	39	AEX 019749	74	RMGX009006
5	AEX 019506	40	AEX 019750	75	RMGX009019
6	AEX 019507	41	AEX 019751	76	RMGX009020
7	AEX 019512	42	AEX 019752	77	RMGX009032
8	AEX 019515	43	AEX 019753	78	RMGX009046
9	AEX 019516	44	AEX 019754	79	RMGX009047
10	AEX 019517	45	AEX 019755	80	RMGX009048
11	AEX 019522	46	AEX 019816	81	RMGX009052
12	AEX 019527	47	AEX 019817	82	RMGX009053
13	AEX 019531	48	AEX 019818	83	RMGX009056
14	AEX 019532	49	AEX 019819	84	RMGX009070
15	AEX 019535	50	AEX 019821	85	RMGX009077
16	AEX 019536	51	AEX 019824	86	RMGX009086
17	AEX 019540	52	AEX 019825	87	RMGX009089
18	AEX 019543	53	AEX 019826	88	RMGX009104
19	AEX 019544	54	AEX 019827	89	RMGX009109
20	AEX 019546	55	AEX 019828	90	RMGX009110
21	AEX 019549	56	AEX 019829	91	RMGX009115
22	AEX 019550	57	AEX 019830	92	RMGX009121
23	AEX 019552	58	AEX 019831	93	RMGX009125
24	AEX 019553	59	AEX 019832	94	RMGX009127
25	AEX 019556	60	AEX 019833		
26	AEX 019736	61	AEX 019834		
27	AEX 019737	62	AEX 019835		
28	AEX 019738	63	ANGX004155		
29	AEX 019739	64	ANGX004156		
30	AEX 019740	65	ANGX004157		
31	AEX 019741	66	ANGX004158		
32	AEX 019742	67	ANGX004159		
33	AEX 019743	68	ANGX004161		
34	AEX 019744	69	ANGX004162		
35	AEX 019745	70	ANGX004163		

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: 12/6/12

Edward M Luria  
Edward M. Luria