

RECORDATION NO. 30686
FILED April 4, 2013 04:00 PM
SURFACE TRANSPORTATION BOARD

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April 4, 2013

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 Lease, dated as of September 28, 2012, 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:	Flagship Rail Services, LLC 300 South Riverside Plaza, Suite 1925 Chicago, Illinois 60606
[Lessee:	TPC Group LLC (f/k/a Texas Petrochemicals LLC 5151 San Felipe, Suite 800 Houston, Texas 77056]

Chief, Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

37 railcars: TCBX 230069 - TCBX 230105.

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

Memorandum of Lease.

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/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement (this “**Memorandum of Lease**”) effective September 28, 2012 by Flagship Rail Services, LLC (f/k/a AIG Rail Services, Inc.), a Delaware limited liability company (the “**Lessor**”).

W I T N E S S E T H:

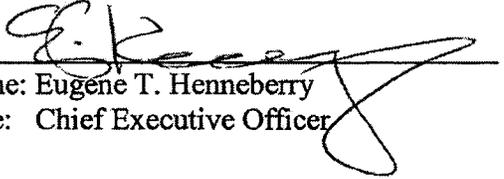
Lessor and TPC Group LLC (f/k/a Texas Petrochemicals LLC) (the “**Lessee**”) are parties to that certain Master Railcar Lease Agreement (the “**Lease Agreement**”), dated as of December 31, 2009, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider No. 003 dated September 28, 2012 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor, certain railroad cars bearing the car numbers and marks as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Lease to be duly executed by its respective officer and is duly authorized as of the date hereof.

FLAGSHIP RAIL SERVICES, LLC

By: 
Name: Eugene T. Henneberry
Title: Chief Executive Officer

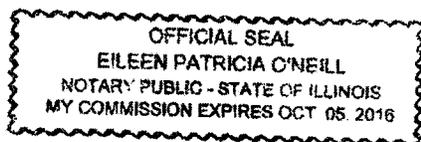
Executed on this 4th day of April, 2013

[Memorandum of Lease Agreement]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 4~~th~~th day of April 2013, before a Notary Public in and for said County and State, personally appeared Eugene T. Henneberry, who being by me duly sworn, says that he is the Chief Executive Officer of Flagship Rail Services, LLC, and that this Memorandum of Lease was signed on April 4~~th~~th, 2013 on behalf of said limited liability company and he acknowledged that the execution of this Memorandum of Lease was the free act and deed of said limited liability company.

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



Eileen Patricia O'Neill
Name: _____

Notary Public

My Commission Expires:

Residing in 10/5/16

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	23,500 Gallon EC/I Tank Cars
Quantity:	Thirty-seven (37)
Car Numbers and Marks:	TCBX 230069 through TCBX 230105 (inclusive)

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 - 4 - 2013

Edward M Luria

Edward M. Luria