



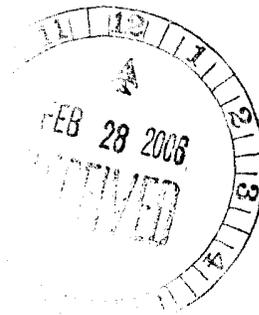
CORPORATION SERVICE COMPANY

RECORDATION NO. 26224 FILED

FEB 28 '06

4-00 PM

SURFACE TRANSPORTATION BOARD



February 27, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 150769-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 28, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP**
1000 Louisiana Street, Suite 4700 Houston, TX 77002

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP** covering 153 tank cars with reporting marks and numbers – PLMX 137440 – PLMX 137745 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of December 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 1000 Louisiana Street, Suite 4700, Houston, TX 77002 (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 12/27, 2005 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 Lease, and 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: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior 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 its Board of Directors 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.

TARGA MIDSTREAM SERVICES, LIMITED PARTNERSHIP

By: Michael A. Heim
Name: Michael A. Heim
Title: Executive Vice President and Chief Operating Officer

Schedule A

Number of Cars

Equipment Description

153 33,600 gallon capacity pressure tank car, 112J34OW

| | | | | | | | | |
|----|------|--------|-----|------|--------|-----|------|--------|
| 1 | PLMX | 137440 | 53 | PLMX | 137533 | 105 | PLMX | 137601 |
| 2 | PLMX | 137441 | 54 | PLMX | 137534 | 106 | PLMX | 137602 |
| 3 | PLMX | 137442 | 55 | PLMX | 137535 | 107 | PLMX | 137606 |
| 4 | PLMX | 137445 | 56 | PLMX | 137536 | 108 | PLMX | 137608 |
| 5 | PLMX | 137446 | 57 | PLMX | 137537 | 109 | PLMX | 137610 |
| 6 | PLMX | 137447 | 58 | PLMX | 137538 | 110 | PLMX | 137611 |
| 7 | PLMX | 137449 | 59 | PLMX | 137539 | 111 | PLMX | 137612 |
| 8 | PLMX | 137451 | 60 | PLMX | 137540 | 112 | PLMX | 137613 |
| 9 | PLMX | 137456 | 61 | PLMX | 137541 | 113 | PLMX | 137614 |
| 10 | PLMX | 137462 | 62 | PLMX | 137542 | 114 | PLMX | 137615 |
| 11 | PLMX | 137465 | 63 | PLMX | 137543 | 115 | PLMX | 137674 |
| 12 | PLMX | 137466 | 64 | PLMX | 137544 | 116 | PLMX | 137675 |
| 13 | PLMX | 137467 | 65 | PLMX | 137545 | 117 | PLMX | 137676 |
| 14 | PLMX | 137468 | 66 | PLMX | 137546 | 118 | PLMX | 137677 |
| 15 | PLMX | 137469 | 67 | PLMX | 137548 | 119 | PLMX | 137678 |
| 16 | PLMX | 137470 | 68 | PLMX | 137549 | 120 | PLMX | 137679 |
| 17 | PLMX | 137471 | 69 | PLMX | 137552 | 121 | PLMX | 137680 |
| 18 | PLMX | 137472 | 70 | PLMX | 137553 | 122 | PLMX | 137681 |
| 19 | PLMX | 137474 | 71 | PLMX | 137554 | 123 | PLMX | 137682 |
| 20 | PLMX | 137475 | 72 | PLMX | 137555 | 124 | PLMX | 137683 |
| 21 | PLMX | 137476 | 73 | PLMX | 137556 | 125 | PLMX | 137684 |
| 22 | PLMX | 137477 | 74 | PLMX | 137557 | 126 | PLMX | 137685 |
| 23 | PLMX | 137479 | 75 | PLMX | 137558 | 127 | PLMX | 137686 |
| 24 | PLMX | 137483 | 76 | PLMX | 137559 | 128 | PLMX | 137687 |
| 25 | PLMX | 137485 | 77 | PLMX | 137560 | 129 | PLMX | 137688 |
| 26 | PLMX | 137487 | 78 | PLMX | 137561 | 130 | PLMX | 137689 |
| 27 | PLMX | 137488 | 79 | PLMX | 137563 | 131 | PLMX | 137690 |
| 28 | PLMX | 137490 | 80 | PLMX | 137564 | 132 | PLMX | 137691 |
| 29 | PLMX | 137492 | 81 | PLMX | 137566 | 133 | PLMX | 137692 |
| 30 | PLMX | 137498 | 82 | PLMX | 137567 | 134 | PLMX | 137693 |
| 31 | PLMX | 137500 | 83 | PLMX | 137568 | 135 | PLMX | 137694 |
| 32 | PLMX | 137507 | 84 | PLMX | 137569 | 136 | PLMX | 137697 |
| 33 | PLMX | 137508 | 85 | PLMX | 137571 | 137 | PLMX | 137718 |
| 34 | PLMX | 137509 | 86 | PLMX | 137572 | 138 | PLMX | 137720 |
| 35 | PLMX | 137510 | 87 | PLMX | 137573 | 139 | PLMX | 137725 |
| 36 | PLMX | 137512 | 88 | PLMX | 137574 | 140 | PLMX | 137728 |
| 37 | PLMX | 137514 | 89 | PLMX | 137575 | 141 | PLMX | 137729 |
| 38 | PLMX | 137516 | 90 | PLMX | 137576 | 142 | PLMX | 137730 |
| 39 | PLMX | 137518 | 91 | PLMX | 137577 | 143 | PLMX | 137732 |
| 40 | PLMX | 137519 | 92 | PLMX | 137578 | 144 | PLMX | 137733 |
| 41 | PLMX | 137520 | 93 | PLMX | 137579 | 145 | PLMX | 137735 |
| 42 | PLMX | 137522 | 94 | PLMX | 137580 | 146 | PLMX | 137737 |
| 43 | PLMX | 137523 | 95 | PLMX | 137582 | 147 | PLMX | 137738 |
| 44 | PLMX | 137524 | 96 | PLMX | 137583 | 148 | PLMX | 137739 |
| 45 | PLMX | 137525 | 97 | PLMX | 137584 | 149 | PLMX | 137740 |
| 46 | PLMX | 137526 | 98 | PLMX | 137587 | 150 | PLMX | 137741 |
| 47 | PLMX | 137527 | 99 | PLMX | 137588 | 151 | PLMX | 137743 |
| 48 | PLMX | 137528 | 100 | PLMX | 137590 | 152 | PLMX | 137744 |
| 49 | PLMX | 137529 | 101 | PLMX | 137591 | 153 | PLMX | 137745 |
| 50 | PLMX | 137530 | 102 | PLMX | 137592 | | | |
| 51 | PLMX | 137531 | 103 | PLMX | 137593 | | | |
| 52 | PLMX | 137532 | 104 | PLMX | 137599 | | | |