



CORPORATION SERVICE COMPANY

RECORDATION NO. 26224-B FILED

MAR 08 '06

10-50 AM

SURFACE TRANSPORTATION BOARD



March 7, 2006

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

REF: 150771-1

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 10035

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 80 tank cars with reporting marks and numbers - PLMX 135331 - PLMX 135487 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #26224 dated 02/28/06 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 ext. 3813

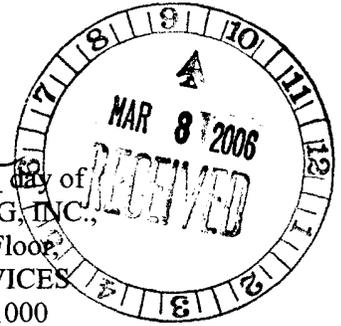
Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MAR 08 '06

10-50 AM



SURFACE TRANSPORTATION BOARD 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 2/22/06, as Recordation Number 26224.

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 F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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

80 33,600 gallon capacity pressure tank car, 112J34OW

1	PLMX	135331	53	PLMX	135388
2	PLMX	135333	54	PLMX	135389
3	PLMX	135334	55	PLMX	135390
4	PLMX	135335	56	PLMX	135391
5	PLMX	135336	57	PLMX	135392
6	PLMX	135337	58	PLMX	135393
7	PLMX	135339	59	PLMX	135394
8	PLMX	135340	60	PLMX	135395
9	PLMX	135341	61	PLMX	135396
10	PLMX	135342	62	PLMX	135397
11	PLMX	135343	63	PLMX	135399
12	PLMX	135344	64	PLMX	135400
13	PLMX	135345	65	PLMX	135402
14	PLMX	135346	66	PLMX	135403
15	PLMX	135347	67	PLMX	135453
16	PLMX	135348	68	PLMX	135454
17	PLMX	135350	69	PLMX	135459
18	PLMX	135351	70	PLMX	135461
19	PLMX	135353	71	PLMX	135464
20	PLMX	135354	72	PLMX	135465
21	PLMX	135355	73	PLMX	135466
22	PLMX	135356	74	PLMX	135467
23	PLMX	135357	75	PLMX	135471
24	PLMX	135358	76	PLMX	135472
25	PLMX	135359	77	PLMX	135476
26	PLMX	135360	78	PLMX	135477
27	PLMX	135361	79	PLMX	135482
28	PLMX	135362	80	PLMX	135487
29	PLMX	135363			
30	PLMX	135364			
31	PLMX	135365			
32	PLMX	135366			
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40	PLMX	135374			
41	PLMX	135375			
42	PLMX	135376			
43	PLMX	135377			
44	PLMX	135378			
45	PLMX	135379			
46	PLMX	135380			
47	PLMX	135381			
48	PLMX	135382			
49	PLMX	135384			
50	PLMX	135385			
51	PLMX	135386			
52	PLMX	135387			