

MAY 25 '06 4-40 PM

SURFACE TRANSPORTATION BOARD

Louis E. Gitomer
Attorney at Law
118 Sunnymeadow Lane
Reisterstown, MD 21136
410-526-5210
lgitomer@comcast.net

May 25, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railcar Lease Agreement, a secondary document, dated as of ~~May 25, 2006~~ ^{December 2, 2005}. The primary document to which this is connected is recorded under a new Recordation No. We request that the copy of this document be recorded under the suffix "A" of the new Recordation No.

The names and addresses of the parties to the Memorandum of Railcar Lease Agreement are:

Lessor:

High Sierra Transportation, LLC
50 South Steele Street
Denver, CO 80209

Lessee:

Centennial Energy, LLC
1860 West Littleton Boulevard
Littleton, CO 80120

A description of the equipment covered by the Memorandum of Railcar Lease Agreement consists of 18 tank cars numbered GAPX 10000-10002, inclusive, 10004-10015, inclusive, and 10017-10019, inclusive.

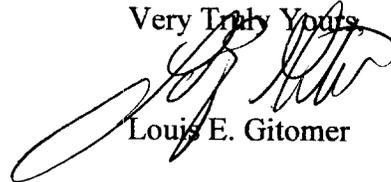
Honorable Vernon A. Williams
May 25, 2006
Page 2

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
118 Sunnymeadow Lane
Reisterstown, MD 21136

A short summary of the document to appear in the index follows: a Memorandum of Railcar Lease Agreement between High Sierra Transportation, LLC, 50 South Steele Street, Denver, CO 80209, and Centennial Energy, LLC, 1860 West Littleton Boulevard, Littleton, CO 80120, covering 18 tank cars numbered GAPX 10000-10002, inclusive, 10004-10015, inclusive, and 10017-10019, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 26361-A FILED

MAY 25 '06 4-40 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of December 2, 2005

between

HIGH SIERRA TRANSPORTATION, LLC,
as Lessor,

CENTENNIAL ENERGY, LLC,
as Lessee,

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 2, 2005, between HIGH SIERRA TRANSPORTATION, LLC ("Lessor"), 50 South Steele Street, Denver, CO 80209, and CENTENNIAL GAS LIQUIDS, LLC ("Lessee"), 1860 West Littleton Boulevard, Littleton, CO 80120, with reference to the following:

1. Pursuant to a Railcar Lease Agreement dated as of December 2, 2005, Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Railcar Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described therein between Lessor and Lessee.
3. This Memorandum of Railcar Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Railcar Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

HIGH SIERRA TRANSPORTATION, LLC
BY: HIGH SIERRA ENERGY OPERATING, LLC, its Manager
BY: HIGH SIERRA ENERGY, LP, its Managing Member
BY: HIGH SIERRA ENERGY GP, LLC, its General Partner

By: 
Title: VP + CFO

CENTENNIAL ENERGY, LLC
BY: HIGH SIERRA ENERGY OPERATING, LLC, its Manager
BY: HIGH SIERRA ENERGY, LP, its Managing Member
BY: HIGH SIERRA ENERGY GP, LLC, its General Partner

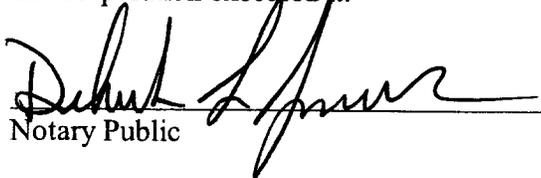
as Lessee

By: 
Name: STEPHEN J. CLEMONS
Title: By VP. & GM

STATE OF Colorado)
) ss.
CITY OF Denver)

On this 23rd day of May 2006, before me, Deborah Jorschumb, the undersigned Notary Public, personally appeared Marjorie Hargrave personally known to me to be the person who executed the within instrument as VP + CFO on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



Notary Public

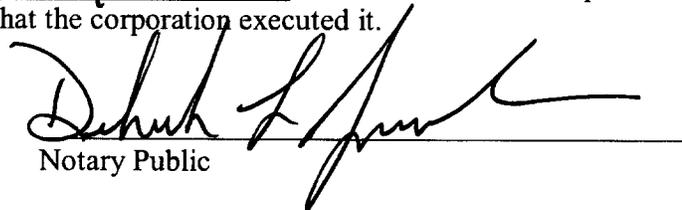
My commission expires:

December 22, 2007

STATE OF Colorado)
COUNTY OF Denver) ss.

On this 23rd day of May 2006, before me, Deborah Jorschumb, the undersigned Notary Public, personally appeared Stephen J. Craun personally known to me to be the person who executed the within instrument as Ex. VP & GM on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]


Notary Public

My commission expires:
December 22, 2007

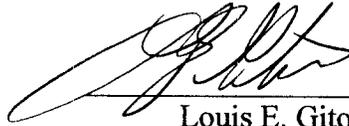
**EXHIBIT NO. 1
TO MEMORANDUM OF RAILCAR LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Eighteen tank cars numbered GAPX 10000-10002, inclusive, 10004-10015, inclusive, and 10017-10019, inclusive.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Railcar Lease Agreement, dated as of May 25, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over a horizontal line.

Louis E. Gitomer
May 25, 2006