

Louis E. Gitomer  
Attorney at Law  
118 Sunnymeadow Lane  
Reisterstown, MD 21136  
410-526-5210  
[lgitomer@comcast.net](mailto:lgitomer@comcast.net)

RECORDATION NO. 26361-B FILED  
MAY 25 '06 4-45 PM  
SURFACE TRANSPORTATION BOARD

May 25, 2006

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

RECORDATION NO. 26361-B FILED

MAY 25 '06 4-45 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

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 Collateral Assignment, a secondary document, dated as of May 25, 2006. 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 "B" of the new Recordation No.

The names and addresses of the parties to the Memorandum of Collateral Assignment are:

Assignor:

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

Assignee:

Chase Equipment Leasing, Inc.  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43065

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

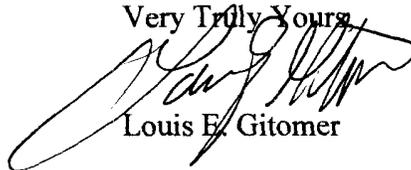
Honorable Vernon A. Williams  
May 25, 2006  
Page 2

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 Collateral Assignment between High Sierra Transportation, LLC, 50 South Steele Street, Denver, CO 80209, and Chase Equipment Leasing, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, 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 "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosures

RECORDATION NO. 26361-B FILED

MAY 25 '06 4-45 PM

SURFACE TRANSPORTATION BOARD

---

**MEMORANDUM OF COLLATERAL ASSIGNMENT**

dated as of May 25, 2006

between

CHASE EQUIPMENT LEASING, INC.,  
as Assignee,

and

HIGH SIERRA TRANSPORTATION, LLC,  
as Assignor

---

## MEMORANDUM OF COLLATERAL ASSIGNMENT

THIS MEMORANDUM OF COLLATERAL ASSIGNMENT is made and entered into as of May 25, 2006, by and between CHASE EQUIPMENT LEASING, INC. ("Assignee"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and HIGH SIERRA TRANSPORTATION, LLC ("Assignor"), 50 South Steele Street, Denver, CO 80209, with reference to the following:

1. Assignor is the lessee of certain railroad cars more particularly described on Exhibit No. 1 attached hereto (the "Cars") pursuant to the Master Lease Agreement dated as of May 25, 2006 with Assignee (the "Lease"), and evidence of this Lease has been recorded with the Surface Transportation Board ("STB") as a Memorandum of Lease Agreement on May 25, 2006 under Recordation Number 26361.
2. Assignor, as lessor, leases the cars to Centennial Gas Liquids, LLC pursuant to the Railcar Lease Agreement dated as of December 2, 2005 (the "Centennial Lease"), and evidence of this Centennial Lease has been recorded with the STB as a Memorandum of Railcar Lease Agreement on May 25, 2006 under Recordation Number 26361-A.
3. Assignor and Assignee are parties to the Lease and the Sublease Consent and Subordination Agreement dated as of May 25, 2006, pursuant to which Assignor has granted, assigned, transferred and conveyed as collateral security to Assignee all of Assignor's present or future right, title and interest in, to and under (a) any present or future Centennial Lease and all rental payments and other monies from time to time payable to or receivable by Assignor under any present or future Centennial Lease, including all proceeds thereof, and (b) all of Assignor's rights, powers and remedies under any present or future Centennial Lease.
4. This Memorandum of Collateral Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Collateral Assignment.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

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

CHASE EQUIPMENT LEASING, INC.,  
as Assignee

By:   
Name: Mark T. Shurt  
Title: Funding Manager

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  
as Assignor

By: \_\_\_\_\_

Title: \_\_\_\_\_

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

CHASE EQUIPMENT LEASING, INC.,  
as Assignee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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  
as Assignor

By: William D. Hargrove  
Title: VP + CFO

STATE OF OHIO )  
 ) ss.  
COUNTY OF DELAWARE )

On this 27<sup>th</sup> day of March 2006, before me, Stacey Roth, the undersigned Notary Public, personally appeared Mary T Short personally known to me to be the person who executed the within instrument as Funding Manager on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Stacey Roth  
\_\_\_\_\_  
Notary Public

My commission expires:

March 11, 2009



STACEY R. ROTH  
Notary Public, State of Ohio  
My Commission Expires March 11, 2009

STATE OF Colorado )  
COUNTY OF Denver ) ss.  
)

On this 23<sup>rd</sup> day of May 2006, before me Deborah Jorschumb, the undersigned Notary Public, personally appeared Margie A. Halgrave 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

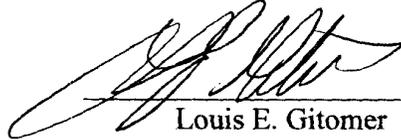
**EXHIBIT NO. 1  
TO MEMORANDUM OF COLLATERAL ASSIGNMENT**

**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 Collateral Assignment, 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. E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
May 25, 2006