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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 3, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of October 2, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 26224.

The names and addresses of the parties to the enclosed document are:

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

Mr. Vernon A. Williams  
October 3, 2006  
Page 6

A description of the railroad equipment covered by the enclosed document is:

90 pressure tank railcars within the following series: CPDX 100060 – CPDX 104099; and CPDX 196019 – CPDX 199089 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Railcar Lease.

Also enclosed is a check in the amount of \$34.00 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,



Robert W. Alvord

RWA/sem  
Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2<sup>nd</sup> day of October, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 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 December 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 February 28, 2006 as Recordation Number 26224.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and Schedule No. 06 thereto, 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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Brenton L. Leibald  
Title: Vice President



TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP

By: Targa Midstream GP LLC, its General Partner

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

RECORDATION NO. 26224-E FILED

OCT 03 '06 9-40 AM

SURFACE TRANSPORTATION BOARD

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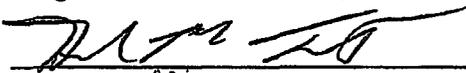
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

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

TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP

By: Targa Midstream GP LLC, its General Partner

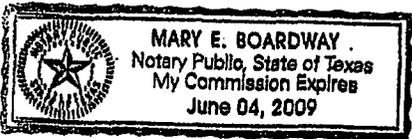
By:  \_\_\_\_\_  
Name: Howard M. Tate  
Title: Vice President - Finance

State of Texas     )  
                              )  
County of Harris    )

On this, the 2<sup>nd</sup> day of October, 2006, before me, a Notary Public in and for said County and State, personally appeared Howard M. Tate, the Vice President - Finance of Targa Midstream GP LLC who acknowledged himself/herself to be a duly authorized officer of said limited liability company, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: Mary E. Boardway  
          Notary Public  
My Commission Expires: 06/04/09  
Residing in: Houston, Texas



Schedule A

Quantity

Equipment Description

Reporting Marks and Numbers

90

33,600 gallon capacity  
pressure tank car,  
112J34OW

CPDX	196019	CPDX	101260
CPDX	196021	CPDX	101264
CPDX	196022	CPDX	101267
CPDX	197011	CPDX	101268
CPDX	197012	CPDX	101269
CPDX	197021	CPDX	101271
CPDX	199066	CPDX	101272
CPDX	199067	CPDX	101273
CPDX	199068	CPDX	101275
CPDX	199069	CPDX	101279
CPDX	199072	CPDX	101280
CPDX	199074	CPDX	101281
CPDX	199075	CPDX	101285
CPDX	199081	CPDX	101286
CPDX	199084	CPDX	101287
CPDX	199088	CPDX	101288
CPDX	199089	CPDX	101289
CPDX	100060	CPDX	101290
CPDX	100061	CPDX	101291
CPDX	100063	CPDX	101295
CPDX	100068	CPDX	101299
CPDX	100069	CPDX	101300
CPDX	100071	CPDX	102087
CPDX	100072	CPDX	102089
CPDX	100074	CPDX	102090
CPDX	100075	CPDX	102096
CPDX	100078	CPDX	102097
CPDX	100079	CPDX	102098
CPDX	101219	CPDX	104070
CPDX	101224	CPDX	104072
CPDX	101225	CPDX	104076
CPDX	101226	CPDX	104077
CPDX	101230	CPDX	104079
CPDX	101232	CPDX	104080
CPDX	101233	CPDX	104081
CPDX	101235	CPDX	104082
CPDX	101238	CPDX	104083
CPDX	101239	CPDX	104086
CPDX	101240	CPDX	104090
CPDX	101241	CPDX	104093
CPDX	101243	CPDX	104095
CPDX	101247	CPDX	104096
CPDX	101249	CPDX	104099
CPDX	101251		
CPDX	101252		
CPDX	101255		
CPDX	101258		

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 10/3/06



\_\_\_\_\_  
Robert W. Alvord