



CORPORATION SERVICE COMPANY

RECORDATION NO. 27002 FILED

JUN 08 '07

3-11 PM

SURFACE TRANSPORTATION BOARD

May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 935728-005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 06/15/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

PRIMARY STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

**CENTENNIAL GAS LIQUIDS LLC
3733 CHERRY CREDDK DRIVE, NORTH STE 665
DENVER, CO 80209**

Lessor:

**The CIT Group/Equipment Financing, Inc.
1211 AVENUE OF THE AMERICAS
20TH FLOOR
NEW YORK, NY 10036**

Thank you for your assistance in this matter.

Sincerely,

Beth Poani 1-800-995-5071 ext. 3753

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1 day of JUNE, 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 CENTENNIAL GAS LIQUIDS, LLC, a CO corporation, with an address at 3773 Cherry Creek Drive, North, Suite 665, Denver, CO 80209 (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 June 1, 2006 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 Schedule, 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: William P. O'Brien
Name: William P. O'Brien
Title: 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.

CENTENNIAL GAS LIQUIDS, LLC

By: Debbie Jorschum
Name: Debbie Jorschum
Title: Fleet Coordinator

SCHEDULE A

Number of Cars	Equipment Description	
27	22,000 through 24,000 gallon capacity tank cars, exterior coiled, insulated	
1	DCTX	25533
2	DCTX	25535
3	DCTX	26023
4	DCTX	26039
5	DCTX	76059
6	DCTX	76063
7	DCTX	76079
8	DCTX	76081
9	DCTX	76082
10	DCTX	76157
11	DCTX	76183
12	DCTX	76246
13	DCTX	76566
14	NCTX	24403
15	NCTX	24404
16	NCTX	24407
17	NCTX	24410
18	NCTX	24411
19	NCTX	24413
20	NCTX	24414
21	NCTX	24420
22	NCTX	76070
23	PLMX	2801
24	PLMX	2838
25	PLMX	2842
26	PLMX	25372
27	PLMX	25506