

RECORDATION NO. 26204-N FILED
ALVORD AND ALVORD PLLC February 2, 2016 11:00 AM
ATTORNEYS AT LAW SURFACE TRANSPORTATION BOARD
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February 2, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended and Restated Lease Agreement, dated as of January 20, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement previously filed with the Board under Recordation Numbers 26204-D and 26204-F.

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

Lessor: Fifth Third Equipment Finance Company
(as assignee of Citizens Leasing Corporation)
38 Fountain Square Plaza
MD 10904A
Cincinnati, Ohio 45263

Lessee: Public Service Company of Colorado
1099 18th Street
Denver, CO 80202

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

184 railcar: XCLX 60367 – XCLX 60557 (excluding 60418, 60427, 60499, 60519, 60520, 60533 and 60539).

Section Chief
February 2, 2016
Page 2

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

Memorandum of Amended and Restated Lease Agreement.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT

dated as of January 20, 2016

between

PUBLIC SERVICE COMPANY OF COLORADO,
as Lessee

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2016 at ____:____.m.

MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT

THIS MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT is made and entered into as of January 20, 2016, by and between PUBLIC SERVICE COMPANY OF COLORADO ("Lessee") and FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Lessor"), with reference to the following:

1. Lessor, as assignee of Citizens Leasing Corporation, d/b/a/ RBS Asset Finance (as assignee of Chase Equipment Leasing Inc.), and Lessee are parties to that certain Master Lease Agreement, dated as of February 10, 2006 and, pursuant thereto, those certain Lease Schedule No. 1000128469 dated as of March 30, 2006 and Lease Schedule No. 1000128548 dated as of April 5, 2006 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").
2. Lessor and Lessee agreed to amend and restate certain provisions of the Lease by entering into that certain Amended and Restated Master Lease Agreement, dated as of January 20, 2016, and, pursuant thereto, those certain Amended and Restated Lease Schedules No. 003, dated as of January 20, 2016 pertaining to the Railcars (collectively, the "Amended and Restated Lease").
3. The Amended and Restated Lease shall be effective as of April 1, 2016 and shall be subject to the term specified in the Amended and Restated Lease, and any extension of such term to the extent provided for in the Amended and Restated Lease.
4. The Amended and Restated Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Amended and Restated Lease.
5. The parties hereto wish to show for public record this Memorandum of Amended and Restated Lease Agreement to provide notice of such amendments.

This Memorandum of Amended and Restated Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Amended and Restated Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: James Mery
Name:
Title:

XCEL ENERGY SERVICES, INC., as authorized agent for:
PUBLIC SERVICE COMPANY OF COLORADO

By: H. Craig Romer
Name: H. Craig Romer
Title: Director Fuel Supply operations

STATE OF Ohio)
)
COUNTY OF Hamilton) ss.

I HEREBY CERTIFY, that on this 2nd day of Feb, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared James Mertz, who acknowledged himself/herself to be the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that s/he executed the same for the purposes therein contained as the duly authorized VP of said company by signing the name of the company by himself/herself as the VP.

AS WITNESS my hand and notarial seal.

Ellen J. Ratney

Notary Public

My commission expires: 2-20-19.



Ellen J. Ratney
Notary Public, State of Ohio
My Commission Expires 02-20-2019

STATE OF Colorado)
) ss.
COUNTY OF Denver)

I HEREBY CERTIFY, that on this 20 day of January, 2016, before me, the undersigned, a Notary Public of the State of Colorado, personally appeared H Craig Romer, who acknowledged himself/herself to be the Director, Fuel Supply Operations of XCEL ENERGY SERVICES, INC., as authorized agent for: PUBLIC SERVICE COMPANY OF COLORADO, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that s/he executed the same for the purposes therein contained as the duly authorized representative of said company by signing the name of the company by himself/herself as the Director, Fuel Supply Operations.

AS WITNESS my hand and notarial seal.

Jenna Widham
Notary Public

My commission expires: 03/13/2018.

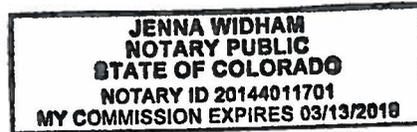


EXHIBIT NO. 1
TO MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT
DESCRIPTION OF RAILCARS

One hundred eighty four (184) FREIGHTCAR AMERICA ALUMINUM ROTARY AUTOFLOOD III™
RAILCARS with reporting marks:

XCLX60367 through XCLX60557, excluding XCLX 60418, XCLX 60427, XCLX 60499, XCLX 60519,
XCLX 60520, XCLX 60533, & XCLX 60539

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: February 2, 2016

Edward M Luria

Edward M. Luria