



First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

October 4, 2000

RECORDATION NO. 22100-A FILED

OCT 06 '00 10-41 AM

Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 31, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement that was duly filed with the Commission under Recordation number 22100 on April 5, 1999.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Colorado & Wyoming Railway Co. 1612 E. Abreiendo Pueblo, CO 81204</p>
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A description of the railroad equipment covered by the enclosed document is ninety-nine (99) 52'6" gondolas with 5'6" sides, with car numbers CRLE 3250-3298, inclusive and CRLE 3375-3424, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Colorado & Wyoming Railway Company, Lessee, covering 99 52'6" gondolas with 5'6" sides, with car numbers CRLE 3250 - 3298, inclusive and CRLE 3375- 3424, inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(CW003)

RECEIVED
 SURFACE TRANSPORTATION BOARD
 OCT 5 12 30 PM '00

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of May, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Colorado & Wyoming Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 15, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 19, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

By: K. A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K. A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 31st day of May, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

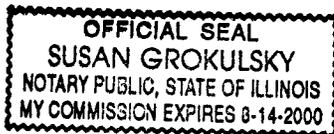
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31ST day of MAY, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



RECORDATION NO. 22100-A FILED

OCT 06 '00 10:41 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

COLORADO & WYOMING RAILWAY COMPANY

By: Franklin Lloyd

Name: Franklin Lloyd

Title: Vice President - Chief Operating Officer

ATTEST:

By: Paul L. Bailey

Name: Paul L. Bailey

Title: Controller

Executed on this 15th day of May, 2000.

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Pueblo

I, P. L. Rohar Gennetta, a Notary Public of the County and State aforesaid, certify that Franklin Lloyd personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of May, 2000.

P. L. Rohar Gennetta
Notary Public

Commission Expires:

5/2/2001
(Notary Public)

