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RECORDATION NO. 22863-E FILED

MAY 16 '01 : 1-87 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
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May 16, 2001

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

Dear Secretary Williams:

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 Lease Agreement, a secondary document, dated as of May 16, 2001. The primary document to which this is connected is recorded under Recordation No. 22863. We request that one copy of this document be recorded under Recordation No. 22863-E.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

Coors Brewing Company
311 10th Street,
Golden, CO 80401-0030

A description of the equipment covered by the Memorandum of Lease Agreement consists of 17 tank cars numbered CORX 5302-5318, inclusive.

BALL JANIK LLP

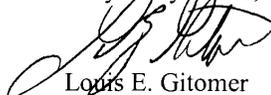
Honorable Vernon A. Williams
May 16, 2001
Page 2

A fee of \$ 28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Coors Brewing Company, 311 10th Street, Golden, CO 80401-0030, covering 17 tank cars numbered CORX 5302-5318, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 22863-E FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

COORS BREWING COMPANY ("LESSEE")

MAY 16, 2001

Memorandum of a Lease Agreement made and entered into as of MAY 16, 2001 by and between Banc One Leasing Corporation ("Lessor") and Coors Brewing Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: 

Title: AVP

Date: 5/11/01

Lessee: Coors Brewing Company

By: _____

Title: _____

Date: _____

Memorandum of a Lease Agreement made and entered into as of MAY 14, 2001 by and between Banc One Leasing Corporation ("Lessor") and Coors Brewing Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: _____

Title: _____

Date: _____

Lessee: Coors Brewing Company

By: 

Title: Vice President & Treasurer

Date: May 14, 2001

STATE OF

COUNTY OF

On this 11 day of May 2001, before me personally appeared Timothy Ellert Brock to me personally known, who being by me duly sworn, says that he is the AVP of Banc One Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



REBECCA MOORE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10/30/05
my commission expires:

Rebecca Moore
NOTARY PUBLIC

STATE OF

COUNTY OF

On this 14th day of May, 2001, before me personally appeared David Barnes, to me personally known, who being by me duly sworn, says that he is the VP & Treasurer of Coors Brewing Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Gayle McCoy
NOTARY PUBLIC

My commission expires:

12/04/02

EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")
AND
COORS BREWING COMPANY ("LESSEE")

Seventeen (17) 21000 USG Sandwich Cars with Stainless Steel Inner Tanks bearing the following mark and number:

CORX - 5302
CORX - 5303
CORX - 5304
CORX - 5305
CORX - 5306
CORX - 5307
CORX - 5308
CORX - 5309
CORX - 5310
CORX - 5311
CORX - 5312
CORX - 5313
CORX - 5314
CORX - 5315
CORX - 5316
CORX - 5317
CORX - 5318