

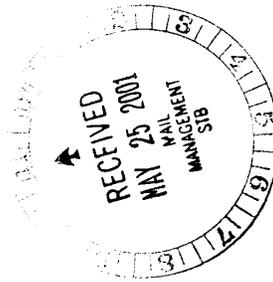
**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

May 21, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



REGISTRATION NO. 23497 FILED  
MAY 29 '01 2:07 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of May 1, 2001, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Public Service Company of Colorado dba Xcel Energy  
1099 18<sup>th</sup> Street, Suite 3000  
Denver, CO 80202

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

Up to two hundred forty-six (246) of the four hundred forty-eight (448) gondola railcars described below.

- One hundred twenty-nine (129) 103-ton, 4,074-cubic-foot Bethlehem-built gondola cars marked and numbered GBRX 91000 through GBRX 91128, not inclusive; and
- One hundred twelve (112) 104-ton, 4,170-cubic-foot Berwick-built gondola cars marked and numbered GBRX 93000 through GBRX 93223, not inclusive; and

Mr. Vernon A. Williams  
May 21, 2001  
Page 2

The Cars, which shall be suitable for the transport of coal, shall be more specifically identified in the Certificate of Acceptance to be executed by the Lessee.

Also enclosed is a payment of \$28 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of May 1, 2001 covering up to two hundred forty-six (246) of the four hundred forty-eight (448) gondola railcars described below.

- One hundred twenty-nine (129) 103-ton, 4,074-cubic-foot Bethlehem-built gondola cars marked and numbered GBRX 91000 through GBRX 91128, not inclusive; and
- One hundred twelve (112) 104-ton, 4,170-cubic-foot Berwick-built gondola cars marked and numbered GBRX 93000 through GBRX 93223, not inclusive; and
- Two hundred seven (207) 105-ton, 4,240-cubic-foot ACF-built gondola cars marked and numbered GBRX 92000 through GBRX 92207, not inclusive.

The Cars, which shall be suitable for the transport of coal, shall be more specifically identified in the Certificate of Acceptance to be executed by the Lessee.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

JEJ  
Enclosure

cc: Robert W. Alvord, Esq.

RECEIVED  
MAY 29 2001  
MAY 29 2001  
MAY 29 2001

RECORDATION NO. 23497 FILED

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**SURFACE TRANSPORTATION BOARD**

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

***PUBLIC SERVICE COMPANY OF COLORADO DBA XCEL ENERGY  
("LESSEE")***

***MAY 1, 2001***

***SCHEDULE NO. 1***

***MAY 1, 2001***

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Memorandum of Schedule No. 1 dated May 1, 2001, to a Lease Agreement made and entered into as of May 1, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Public Service Company of Colorado dba Xcel Energy, a Colorado corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor the following:

Up to two hundred forty-six (246) of the four hundred forty-eight (448) gondola railcars described below.

- One hundred twenty-nine (129) 103-ton, 4,074-cubic-foot Bethlehem-built gondola cars marked and numbered GBRX 91000 through GBRX 91128, not inclusive; and
- One hundred twelve (112) 104-ton, 4,170-cubic-foot Berwick-built gondola cars marked and numbered GBRX 93000 through GBRX 93223, not inclusive; and
- Two hundred seven (207) 105-ton, 4,240-cubic-foot ACF-built gondola cars marked and numbered GBRX 92000 through GBRX 92207, not inclusive.

The Cars, which shall be suitable for the transport of coal, shall be more specifically identified in the Certificate of Acceptance to be executed by the Lessee.

2. Schedule No. 1 to the Lease Agreement 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 and Schedule No. 1.

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

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

PUBLIC SERVICE COMPANY OF COLORADO  
dba XCEL ENERGY

BY: Norriss M. Webb

BY: Kelly J. Krattenmaker

NAME: Norriss M. Webb

NAME: KELLY J. KRATTENMAKER

TITLE: Executive Vice President

TITLE: VP TRADING, MARKETING, Supply

DATE: 5/11/01

DATE: 5/8/01

23497

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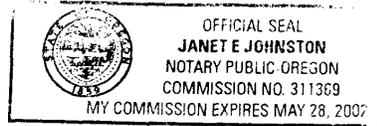
SURFACE TRANSPORTATION BOARD

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 11<sup>th</sup> day of May, 2001, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier 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.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

On this 8<sup>th</sup> day of MAY, 2001, before me personally appeared KELLY KRATTENMAKER to me personally known, who being by me duly sworn, says that s/he is the AUTHORIZED AGENT of Public Service Company of Colorado dba Xcel Energy, that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was his or her free act and deed.

Janet C. Rollins  
NOTARY PUBLIC

My commission expires: 5/6/02