

FIRST UNION RAIL

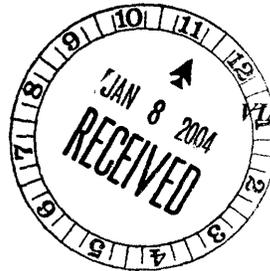
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 22100-D FILED

JAN 08 '04 1-58 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

January 7, 2004

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

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 11, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22100.

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 Company 2100 South Freeway Pueblo, CO 81004</p>
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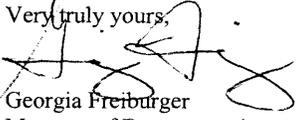
A description of the railroad equipment covered by the enclosed document is seventy-five (75) 66' gondola cars, with sides, with NOKL marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(CW008)

RECORDATION NO. 22100-1 FILED

ASSGN. NO. CW008

JAN 08 '04 1-58 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD, *HA*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of December, 2003, 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. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2003, 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: *K.A. Dombrowski*

By: *Richard F. Seymour*

Name: K.A. Dombrowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: Director of Documentation

Title: _____

Executed on this 11th day of Dec, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

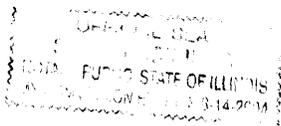
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of December, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

COLORADO & WYOMING RAILWAY COMPANY

By: Franklin Lloyd

Name: Franklin Lloyd

Title: VP & COO

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 9th day of December, 2003.

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Pueblo

I, Edward G. Arlen, 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 9th day of December, 2003.

Edward G. Arlen
Notary Public

Commission Expires:

05/02/2005
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: 66' gondola cars with 5'6" sides, 286,000 lb. capacity, Cardwell Westinghouse
AAR M-901-E. Mark 50 Draft Gears

CAR NUMBERS:

NOKL 360000	NOKL 360071	NOKL 360147
NOKL 360005	NOKL 360074	NOKL 360148
NOKL 360009	NOKL 360075	NOKL 360149
NOKL 360010	NOKL 360080	NOKL 360151
NOKL 360011	NOKL 360085	NOKL 360152
NOKL 360013	NOKL 360086	NOKL 360154
NOKL 360014	NOKL 360091	NOKL 360156
NOKL 360024	NOKL 360093	NOKL 360159
NOKL 360026	NOKL 360094	NOKL 360161
NOKL 360029	NOKL 360095	NOKL 360163
NOKL 360036	NOKL 360098	NOKL 360168
NOKL 360037	NOKL 360102	NOKL 360172
NOKL 360038	NOKL 360105	NOKL 360174
NOKL 360040	NOKL 360107	NOKL 360175
NOKL 360041	NOKL 360111	NOKL 360176
NOKL 360042	NOKL 360115	NOKL 360180
NOKL 360043	NOKL 360117	NOKL 360181
NOKL 360044	NOKL 360125	NOKL 360184
NOKL 360045	NOKL 360131	NOKL 360186
NOKL 360046	NOKL 360132	NOKL 360191
NOKL 360047	NOKL 360138	NOKL 360192
NOKL 360049	NOKL 360139	NOKL 360194
NOKL 360054	NOKL 360140	NOKL 360195
NOKL 360058	NOKL 360141	NOKL 360197
NOKL 360065	NOKL 360144	NOKL 360198

Count: 75