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December 23, 2005

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 26052 FILED

DEC 23 '05

9-02 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #2 dated 12/19/05 involving the following parties and railroad equipment:

Lessor: Midwest Railcar Capital Equipment Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee: Public Service Company of Colorado
1225 17th Street
Denver, CO 80202

Equipment: 200, 4000 cf 100-ton Gondolas
PSCX 141-364, NI - See Exhibit A

Please record this agreement as a primary document. The filing fee of \$33 is enclosed.

Summary: Memorandum of Schedule #2 dated 12/19/05 between Midwest Railcar Capital Equipment Corporation as Lessor and Public Service Company of Colorado as Lessee including 200, Gondolas, PSCX 141-364, NI, a primary document.

Sincerely,

Mary Ann Oster
Research Consultant

Enclosure

DEC-22-2005 THU 03:38 PM WELLS FARGO EQF

FAX NO. 6123161862

P. 05/16

RECORDATION NO. 26052 FILED

DEC 23 '05

9-02 AM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY

MEMORANDUM OF SCHEDULE #2

between

MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY,

as Lessor

and

PUBLIC SERVICE COMPANY OF COLORADO

as Lessee

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P. 06/16

MEMORANDUM OF SCHEDULE #2

THIS MEMORANDUM OF SCHEDULE #2 is effective as of December 19, 2005 by and between MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and PUBLIC SERVICE COMPANY OF COLORADO, a Colorado Corporation ("Lessee"), with reference to the following:

- 1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 of even date herewith between Lessor and Lessee (the "Lease").
- 2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

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

MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: [Signature]
Name: Agustines Barraque
Title: AVP

PUBLIC SERVICE COMPANY OF COLORADO
Lessee

By: [Signature]
Name: David M. Wilks

Title: Vice President, Xcel Energy Services Inc. as agent for Public Service Company of Colorado

LEGAL REVIEW:

[Signature]
Ducker, Montgomery, Lewis
& Aronstein, P.C.
Date: 12-20-05

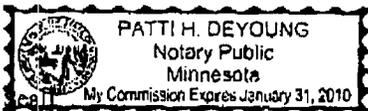
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FAX NO. 6123161862

P. 07/16

STATE OF Minnesota, CITY OF Minneapolis, TO WIT:

On this 22nd day of December, 2005 before me appeared Jacqueline P. Barragan to me personally known, who being by me duly sworn, says that she is the AVP of MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on December 22, 2005 on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

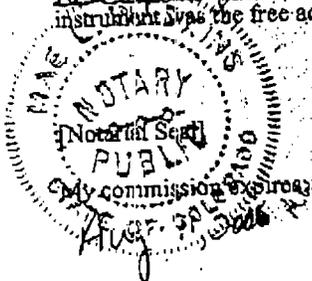


Patti H. DeYoung
Notary Public

My commission expires:

STATE OF Colorado, CITY OF Denver, TO WIT:

On this 21st day of December, 2005 before me appeared David W. Wilks to me personally known, who being by me duly sworn, says that he is a Vice President of PUBLIC SERVICE COMPANY OF COLORADO, a Colorado Corporation, that said instrument was signed and sealed on December 21, 2005 on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



David W. Wilks
Notary Public

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P. 08/16

EXHIBIT A
(to Memorandum of Schedule #2)

Description of Railcars:

Two Hundred (200) 4000 cubic ft., 100-ton flat bottom steel gondolas built originally in 1975 by Darby with the following reporting marks and numbers:

PSCX 141 through 364, not inclusive of the following car numbers:

145	161	172	173	182	201	202	209	235	258	266	273
280	281	282	301	306	320	324	333	335	350	353	354