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December 23, 2005

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

RECORDATION NO. 26053 FILED

DEC 23 '05 **9-07 AM**

**SURFACE TRANSPORTATION BOARD**

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #3 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 17<sup>th</sup> Street  
 Denver, CO 80202

Equipment: 114, 4000 cf 100-ton Gondolas  
 PSCX 365-488, NI - See Exhibit A

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

Summary: Memorandum of Schedule #3 dated 12/19/05 between Midwest Railcar Capital Equipment Corporation as Lessor and Public Service Company of Colorado as Lessee including 114, Gondolas, PSCX 365-488, NI, a primary document.

Sincerely,

Mary Ann Oster  
 Research Consultant

Enclosure

DEC-22-2005 THU 03:39 PM WELLS FARGO EQF

FAX NO. 6123161862

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RECORDATION NO. 26053 FILED

DEC 23 '05 9-07 AM

SURFACE TRANSPORTATION BOARD

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**MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

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**MEMORANDUM OF SCHEDULE #3**

**between**

**MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY,**

**as Lessor**

**and**

**PUBLIC SERVICE COMPANY OF COLORADO**

**as Lessee**

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DEC-22-2005 THU 03:40 PM WELLS FARGO EQF

FAX NO. 6123161862

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MEMORANDUM OF SCHEDULE #3

THIS MEMORANDUM OF SCHEDULE #3 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 #3 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: *Jacqueline Barragan*  
Name: *Jacqueline Barragan*  
Title: *AVP*

PUBLIC SERVICE COMPANY OF COLORADO  
Lessee

By: *David M. Wilks*  
Name: David M. Wilks

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

*RP*  
*12/20/05*

LEGAL REVIEW:  
*rem*  
Ducker, Montgomery, Lewis & Aronstein, P.C.  
Date: *12-20-05*

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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 he 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.



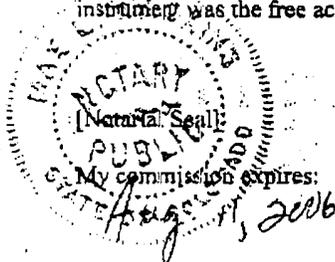
[Notarial Seal]

Patti H. DeYoung  
Notary Public

My commission expires:

STATE OF Colorado, CITY OF Denver, TO WIT:

On this 20th day of December, 2005 before me appeared, David M. Walkers 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 20 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 M. Walkers  
Notary Public

My commission expires:

DEC-22-2005 THU 03:40 PM WELLS FARGO EQF

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**EXHIBIT A**  
(to Memorandum of Schedule #3)

**Description of Railcars:**

One Hundred and Fourteen (114) 4000 cubic ft., 100-ton flat bottom steel gondolas built originally in 1978 by Thrall with the following reporting marks and numbers:

PSCX 365 through 488, not inclusive of the following car numbers:

|     |     |     |     |     |     |     |     |     |     |
|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| 397 | 403 | 413 | 433 | 448 | 451 | 453 | 464 | 478 | 487 |
|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|