

MAY 19 '06 1-27 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 19, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease, effective as of May 15, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Amendment to Lease Agreement previously filed with the Board under Recordation Numbers 23497 and 23497-A respectively.

The name and address of the party to the enclosed document are:

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

[Lessee: Pubic Service Company of Colorado (d/b/a Xcel
Energy)
1099 18th Street, Suite 3000
Denver, CO 80202]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

133 railcars: 97 within the series GBRX 2004 – GBRX 2124 and 36 within the series GBRX 91024 – GBRX 95222 as more particularly set forth in the equipment schedule attached to the document.

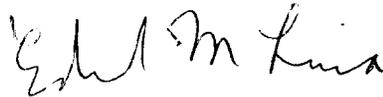
A short summary of the document to appear in the index is:

Partial Termination of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

RWA/sem
Enclosures

RECORDED 23497-B

PARTIAL TERMINATION OF LEASE MAY 19 '06

1-27 PM

SURFACE TRANSPORTATION BOARD

This Partial Termination of Lease, effective May 15, 2006, terminates 133 of the 251 gondola railcars on Schedule No. 1 dated as of May 1, 2001, and amended on August 13, 2003 (to the Lease Agreement dated as of May 1, 2001) between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation, Lessor, and Public Service Company of Colorado dba Xcel Energy, Lessee. The railcars to be released are listed on the attached Exhibit A.

A Memorandum of Lease Agreement dated as of May 1, 2001 between the Lessor and the Lessee evidencing such Schedule No. 1 (and such Lease Agreement) was recorded with the Surface Transportation Board on May 29, 2001 and assigned primary Recordation Number 23497. An Amendment Dated August 13, 2003 to Memorandum of Lease Agreement dated as of May 1, 2001 between the Lessor and the Lessee was recorded with the Surface Transportation Board on September 22, 2003 at 10:50 A.M. and assigned secondary Recordation Number 23497-A.

This Partial Termination of Lease shall not impair or terminate the rights and obligations of the parties under such Schedule No. 1 (and such Lease Agreement) which expressly survive its termination.

GREENBRIER LEASING COMPANY LLC, Lessor

By: [Signature]
Title: President

STATE OF OREGON)
) ss.
County of Clackamas)

On this 18th day of May 2006, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that he is the President of Greenbrier Leasing Company LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
Notary Public for Oregon
My commission expires: 5/28/2006



EXHIBIT A

RAILCARS TO BE RELEASED

GBRX	2004	GBRX	2046	GBRX	2088	GBRX	91089
GBRX	2005	GBRX	2047	GBRX	2089	GBRX	91091
GBRX	2006	GBRX	2048	GBRX	2090	GBRX	91101
GBRX	2009	GBRX	2051	GBRX	2093	GBRX	91107
GBRX	2010	GBRX	2052	GBRX	2094	GBRX	91110
GBRX	2011	GBRX	2053	GBRX	2095	GBRX	91116
GBRX	2012	GBRX	2054	GBRX	2096	GBRX	91125
GBRX	2013	GBRX	2055	GBRX	2098	GBRX	95133
GBRX	2014	GBRX	2056	GBRX	2099	GBRX	95142
GBRX	2015	GBRX	2057	GBRX	2100	GBRX	95146
GBRX	2016	GBRX	2058	GBRX	2101	GBRX	95147
GBRX	2017	GBRX	2059	GBRX	2102	GBRX	95149
GBRX	2018	GBRX	2060	GBRX	2104	GBRX	95165
GBRX	2019	GBRX	2061	GBRX	2105	GBRX	95169
GBRX	2021	GBRX	2062	GBRX	2106	GBRX	95172
GBRX	2022	GBRX	2063	GBRX	2108	GBRX	95174
GBRX	2023	GBRX	2064	GBRX	2109	GBRX	95175
GBRX	2024	GBRX	2065	GBRX	2110	GBRX	95178
GBRX	2026	GBRX	2066	GBRX	2111	GBRX	95180
GBRX	2027	GBRX	2067	GBRX	2113	GBRX	95182
GBRX	2028	GBRX	2068	GBRX	2114	GBRX	95183
GBRX	2029	GBRX	2069	GBRX	2115	GBRX	95191
GBRX	2033	GBRX	2070	GBRX	2118	GBRX	95193
GBRX	2034	GBRX	2074	GBRX	2119	GBRX	95197
GBRX	2035	GBRX	2076	GBRX	2120	GBRX	95200
GBRX	2036	GBRX	2078	GBRX	2121	GBRX	95202
GBRX	2037	GBRX	2079	GBRX	2122	GBRX	95208
GBRX	2038	GBRX	2080	GBRX	2123	GBRX	95211
GBRX	2039	GBRX	2081	GBRX	2124	GBRX	95216
GBRX	2040	GBRX	2082	GBRX	91024	GBRX	95219
GBRX	2041	GBRX	2083	GBRX	91037	GBRX	95222
GBRX	2042	GBRX	2085	GBRX	91038		
GBRX	2044	GBRX	2086	GBRX	91049		
GBRX	2045	GBRX	2087	GBRX	91053		
						Total Cars:	133