

RECORDATION NO. 30644 FILED  
February 15, 2013 1:45 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

February 15, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 3 to Lease Agreement, effective as of September 2, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessee: Colorado & Wyoming Railway Company  
2100 S. Freeway  
Pueblo, CO 81002

Section Chief  
February 15, 2013  
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A description of the railroad equipment covered by the enclosed document is:

100 flatcars: CW 6000 – CW 6099.

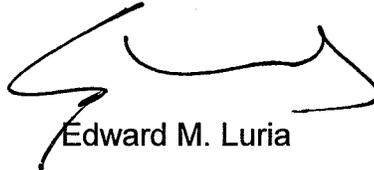
A short summary of the document to appear in the index is:

Memorandum of Schedule No. 3 to Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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

EML/sem  
Enclosures

***MEMORANDUM OF SCHEDULE NO. 3***

***TO LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC (“LESSOR”)***

***AND***

***COLORADO & WYOMING RAILWAY COMPANY (“LESSEE”)***

***EFFECTIVE: SEPTEMBER 2, 2012***

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Memorandum of Schedule No. 3 dated as of September 2, 2012, to a Lease Agreement made and entered into as of February 9, 2011 and effective December 27, 2010, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Colorado & Wyoming Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) used 62-foot bulkhead flatcars, bearing marks and numbers CW 6000 through CW 6099, inclusive.
2. Schedule No. 3 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. 3, as each may be amended from time to time.

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

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: Larry Stanley

TITLE: Sr. Vice President

LESSEE:

COLORADO & WYOMING RAILWAY COMPANY

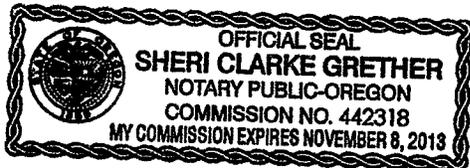
BY: 

NAME: David R. Morrow II

TITLE: COO & GM

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

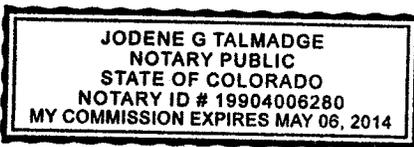
On this 14<sup>th</sup> day of February, 2013, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~/his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF Colorado )  
 ) ss.  
COUNTY OF Pueblo )

On this 13<sup>th</sup> day of February, 2013, before me personally appeared David P. Morrill to me personally known, who being by me duly sworn, says that s/he is the COO and General Manager of Colorado & Wyoming Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Jodene G. Talmadge  
NOTARY PUBLIC  
My commission expires: 5-6-2014

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/15/13

Edward M Luria  
Edward M. Luria