

RECORDATION NO. 20228-E
FILED February 21, 2013 02:00 PM
SURFACE TRANSPORTATION BOARD

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February 21, 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 Termination of Lease, dated as of January 31, 2012, 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 previously filed with the Board under Recordation Number 20228.

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

Lessor:	Greenbrier Leasing Company LLC, f/k/a Greenbrier Leasing Corporation One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
[Lessee:	Colorado & Wyoming Railway Company 2100 S. Freeway Pueblo, CO 81002]

A description of the railroad equipment covered by the enclosed document
is:

100 gondola railcars: CW 5100 – CW 5199.

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

Memorandum of Termination of Lease.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF TERMINATION OF LEASE

THIS MEMORANDUM OF TERMINATION OF LEASE ("Termination") is made as of January 31, 2012 by Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation (the "Lessor").

1. Lessor, as lessor, and Colorado & Wyoming Railway Company ("Lessee"), as lessee, entered into a Lease Agreement dated as of June 13, 1996;
2. Lessor and Lessee entered into a Schedule No. 1 dated as of June 13, 1996 to such Lease Agreement (such Schedule the "Lease") covering the one hundred (100) gondola railcars marked and numbered CW 5100 through CW 5199, inclusive;
3. To evidence the above described Lease, a Memorandum of Lease Agreement was filed at the Surface Transportation Board on August 19, 1996 under recordation number 20228 (the "Memorandum of Lease");
4. The Lease was subsequently assigned from time to time, most recently by Key Equipment Finance Inc. to Greenbrier Leasing Company LLC effective September 6, 2011, and a Memorandum of Assignment evidencing such assignment was filed at the Surface Transportation Board on September 15, 2011 under recordation number 20228-C;
5. The Lease has terminated; and
6. Lessor is filing this Termination, acknowledging for the public record that the Memorandum of Lease is terminated.

IN WITNESS WHEREOF, Lessor has caused this Termination to be duly executed by its duly authorized officer as of the date and year first above written, and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Termination of Lease was the free act and deed of the company.

GREENBRIER LEASING COMPANY LLC

By: 
Its: President