

Country Club - P.L.C.

RECORDATION NO. 21628 FILED

ALVORD AND ALVORD
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WASHINGTON, D.C.

SEP 8 '98 4-46 PM

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OF COUNSEL
URBAN A. LESTER

September 8, 1998

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

SEP 8 4 46 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease Agreement, dated as of September 8, 1998, 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: CCG Trust Corporation
#1 Chelston Park
Collymore Rock, St. Michael
Barbados, West Indies

Lessee: Kansas City Power & Light Company
1201 Walnut Street
Kansas City, MO 64106

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

two hundred forty (240) new railcars, KCLX 498001 through KCLX 498120 and KCLX 798001 through KCLX 798120.

Mr. Vernon A. Williams
September 8, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21628 FILED

MEMORANDUM OF LEASE AGREEMENT ^{SEP} 8 '98

4:46 PM

This MEMORANDUM OF LEASE, dated as of September 8, 1998, is between CCG Trust Corporation ("Lessor"), and Kansas City Power & Light Company, a Missouri corporation ("Lessee").

1. Lessor hereby leases to Lessee two hundred forty (240) Aluminum Gondola Railcars, manufactured by Freight Car Services, Inc., and more fully described in Schedule I hereto (the "Units"). The Lease Term as to a Unit commences on the date set forth in Lease Supplement No. 1, executed with respect to such Unit by Lessor and Lessee pursuant to the Equipment Leasing Agreement dated as of September 8, 1998 between Lessor and Lessee (the "Lease"), and terminates on September 8, 1999 unless earlier terminated or extended pursuant to the provisions of the Lease.
2. Lessee shall pay Rent for the Units as set forth in the Lease.
3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

* * *

STB
COPY
VPL

[Memorandum of Lease]

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed and delivered all as of the date first above written.

LESSOR:

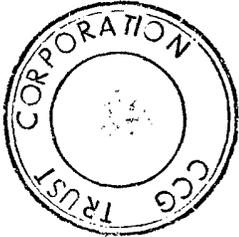
LESSEE:

CCG TRUST CORPORATION

KANSAS CITY POWER & LIGHT COMPANY

By: [Signature]
Printed Name: JOHN WALKER
Title: MANAGING DIRECTOR
Dated: _____

By: _____
Printed Name: _____
Title: _____
Dated: _____



[Memorandum of Lease]

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed and delivered all as of the date first above written.

LESSOR:

LESSEE:

CCG TRUST CORPORATION

KANSAS CITY POWER & LIGHT
COMPANY

By: _____
Printed Name: _____
Title: _____
Dated: _____

By: Andrea F. Sielken
Printed Name: Andrea F. Sielken
Title: Treasurer
Dated: 1/18/98

[Memorandum of Lease]

STATE OF)
) ss
COUNTY OF

On this ____ day of _____, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of _____, that the seal affixed to the foregoing instrument is the corporate seal of said _____, that said instrument was signed on behalf and sealed on behalf of said _____ by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

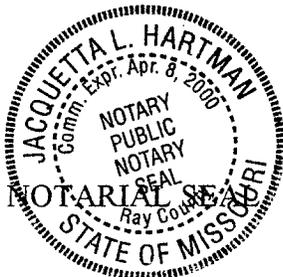
Notary Public

NOTARIAL SEAL

My Commission Expires:

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

On this 8th day of September 1998, before me personally appeared Andrea F. Bielsker, to me personally known, who being by me duly sworn, says that ^{she} ~~he~~ is the Treasurer of Kansas City Power & Light Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jacquetta L. Hartman
Notary Public

My Commission Expires: April 8, 2000

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Memorandum of Lease Agreement", dated as of September 8, 1998 between CCG Trust Corporation, as Lessor, and Kansas City Power & Light Company, as Lessee, is a true and complete copy of the original thereof.

Certified this 8th day of September, 1998.



NOTARY PUBLIC

My commission expires: 3-31-2000

[Memorandum of Lease]

SCHEDULE I

To Memorandum of Lease
Dated as of September 8, 1998 between
CCG Trust Corporation
and Kansas City Power & Light Company

240 Units of Equipment

Two Hundred forty (240) newly built Aluminum Gondola Railcars, manufactured by Freight Car Services, Inc., with the following identifying marks and car numbers:

Reporting Mark

Car Numbers

KCLX

498001 through 498120,
inclusive and 798001
through 798120, inclusive