

RECORDATION NO. 23514-A FILED

NOV 20 '01 12-55 PM  
TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

November 20, 2001

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 three (3) copies of a Memorandum of Assignment, dated as of November 20, 2001, 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 which was previously filed with the Board under Recordation Number 23514.

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

Assignor: The Equipment Funding Group  
1745 Shea Center Drive  
4<sup>TH</sup> Floor  
Highlands Ranch, Colorado 80129

Assignee: Fifth Third Bank  
38 Fountain Square Plaza  
MD 1COM3A  
Cincinnati, OH 45263

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

49 railcars KCLX 701101 - KCLX 701144 and KCLX 498121 - KCLX 498125

Mr. Vernon Williams  
November 20, 2001  
Page Two

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

Memorandum of Assignment Agreement

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

## MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment Agreement, made and entered into on November 20 2001, by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Assignor") and The Fifth Third Leasing Company ("Assignee") of the Lease Agreement dated June 20, 2001 (the "Lease") by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor"), and Kansas City Power & Light Company ("Lessee").

### WITNESSETH:

The undersigned have entered into that certain Specification of Assigned Interest dated November 20, 2001 executed pursuant to a Master Assignment Agreement whereby the Assignor has agreed to assign the Lease to the Assignee and the Assignee has agreed to accept assignment of the Lease from the Assignor subject to the terms defined in said Master Assignment Agreement. The Lease covers certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto leased by Lessor to the Lessee.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**THE EQUIPMENT FUNDING  
GROUP,  
A DIVISION OF PROVIDENT  
COMMERCIAL GROUP, INC.**

By: [Signature]  
Name: Joseph J. McCusker, Sr.  
Title: Senior Vice President

Executed on this 20<sup>th</sup> day of  
November, 2001

**THE FIFTH THIRD LEASING  
COMPANY**

By: [Signature]  
Name: SCOTT D. KILG  
Title: ASSISTANT VICE PRESIDENT

Executed on this 20<sup>th</sup> day of  
November, 2001

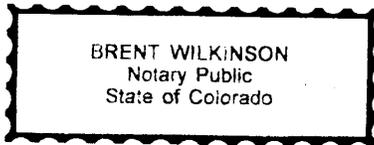
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SURFACE TRANSPORTATION BOARD

State of Colorado)  
 ) ss:  
County of Douglas)

On this 16 day of November, 2001, before me personally appeared Joseph J. McCusker, Sr., to me personally known, who being duly sworn, says that he is a Senior Vice President of THE EQUIPMENT FUNDING GROUP, A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, that said instrument was signed 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.



Brent Wilkinson  
Notary Public

My commission expires: 6/18/2005

State of Ohio)  
 ) ss:  
County of Hamilton)

On this 20<sup>th</sup> day of November, 2001, before me personally appeared Scott D. Kiley, to me personally known, who being duly sworn, says that he is a AVP of THE FIFTH THIRD LEASING COMPANY, an Ohio corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beth A. Rogers  
Notary Public

My commission expires: **BETH A. ROGERS**  
Notary Public, State of Ohio  
My Commission Expires May 14, 2005

**EXHIBIT A  
TO MEMORANDUM OF ASSIGNMENT AGREEMENT**

Forty-nine (49) new Aluminum BethGon Coalporter railcars  
manufactured by Johnstown America Corporation  
and bearing road marks and numbers (all inclusive):

KCLX 701101 through KCLX 701144

KCLX 498121 through KCLX 498125

A Memorandum of Lease was recorded with the Surface Transportation Board  
on June 20, 2001 at 9:31 a.m. under recordation number 23514.