

RECORDATION NO. 23514 FILED

JUN 20 '01 19:81 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

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

June 18, 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 Lease, dated June 18, 2001, 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: The Equipment Funding Group,
a division of Provident
Commercial Group, Inc.
1745 Shea Center Drive
Highlands Ranch, Colorado 80129

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

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
June 18, 2001
Page Two

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

Memorandum of Lease 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 LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on June 18, 2001, 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 Master Lease Agreement, dated June 18, 2001 whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Master Lease Agreement.

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 15 day of June, 2001

**KANSAS CITY POWER & LIGHT
COMPANY**

By: [Signature]
Name: F. L. BRANCA
Title: PRES. KCPL POWER

Executed on this 18 day of June, 2001

Reviewed By Counsel

[Signature]

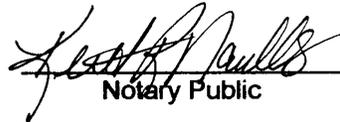
RECORDATION NO. 23514 FILED

JUN 20 '01 19:31 AM

SURFACE TRANSPORTATION BOARD

State of Colorado)
) ss:
County of Douglas)

On this 15 day of June, 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.


Notary Public

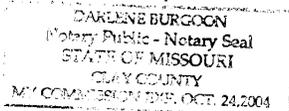
My commission expires: 11-13-01

State of Missouri)
) ss:
County of Jackson)

On this 18 day of June, 2001, before me personally appeared Frank Branca, to me personally known, who being duly sworn, says that he is the President of KANSAS CITY POWER & LIGHT COMPANY, a Missouri 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.


Notary Public

My commission expires:



**SCHEDULE A
TO MEMORANDUM OF LEASE 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