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RECORDATION NO. 23564-A FILED

APR 30 '02 10-04 AM

**SURFACE TRANSPORTATION BOARD**  
OF COUNSEL  
URBAN A. LESTER

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

April 30, 2002

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

Re: Lease No. 6 – Kansas City Power and Light Company

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Schedule No. 01 to Master Railcar Lease (the "Amendment"), dated as of April 25, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease which was previously filed with the Board under Recordation Number 23564.

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

Lessor: The CIT Group/Equipment Financing Inc.  
1211 Avenue of the Americas  
New York, New York 10036

Lessee: Kansas City Power and Light Company  
1201 Walnut Street  
Kansas City, Missouri 64106

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

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One hundred and twenty-five (125) aluminum coal gondola railcars bearing CEFX reporting marks and road numbers 40988 – 43214 not inclusive, as set forth on Schedule A attached to the Amendment.

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

Amendment No. 1 to Schedule No. 01 to Master Railcar Lease.

Also enclosed is a check in the amount of \$30.00 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

RWA/anm  
Enclosures

**AMENDMENT NO. 1 TO SCHEDULE NO. 01 TO MASTER RAILCAR  
LEASE BETWEEN THE CIT GROUP/EQUIPMENT FINANCING, INC. AND  
KANSAS CITY POWER AND LIGHT COMPANY**

This Amendment No. 1 ("Amendment"), dated as of April ~~25~~, 2002, modifies and amends Schedule No. 01 made as of May 2, 2001 (as amended, modified or supplemented, "Schedule No. 01") to the Master Railcar Lease made as of May 2, 2001 (as amended, modified or supplemented, the "Lease") between The CIT Group/Equipment Financing, Inc. ("Lessor") and Kansas City Power and Light Company ("Lessee") to correct, as of May 2, 2001, an inaccuracy in the description of railcars leased under the Lease pursuant to Schedule No. 01.

WHEREAS pursuant to the Lease and Schedule No. 01 thereto, Lessee and Lessor confirm that Schedule No. 01 covers 125 aluminum coal gondola railcars;

WHEREAS Lessor and Lessee confirm that the car marks and numbers in Schedule No. 01 are amended as herein provided.

NOW THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The car marks and numbers originally set forth in Schedule A to Schedule No. 01 are hereby deleted and a revised Schedule A, attached hereto as Exhibit A ("Revised Schedule A"), shall be attached to Schedule No. 01.
2. This Amendment shall be effective on and as of May 2, 2001.
3. Except as expressly amended herein, the Lease and Schedule No. 01 shall continue in full force and effect and all references in Schedule No. 01 to Schedule A shall mean Revised Schedule A.
4. The terms of this Amendment and all rights and obligations hereunder shall be governed by the laws of the state of New York without regard to New York's choice of law doctrine.
5. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

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SURFACE TRANSPORTATION BOARD

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first written above.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Stephen J. Serpeca  
Name: STEPHEN J. SERPECA  
Title: SR VP

KANSAS CITY POWER AND LIGHT COMPANY

By: F. J. Branea  
Name: Frank L. Branea  
Title: President, KCPL Power

Reviewed By Counsel

W. H. [Signature]



STATE OF Missouri )  
 ) ss:  
COUNTY OF JACKSON )

On this 25 day of April, 2002, before me, a Notary Public in and for said County and State, personally appeared Frank L. Branca a President of Kansas City Power and Light Company, who acknowledged herself/himself to be a duly authorized officer of said corporation, and that, as such officer, being authorized to do so, s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Notary Public

My commission expires:



EXHIBIT A  
Revised Schedule A

Quantity  
125

Equipment Description  
4,480 c.f. aluminum coal gondolas

Car Marks & Numbers  
Listed below

1	CEFX	40988	43	CEFX	41099	85	CEFX	41153
2	CEFX	41007	44	CEFX	41100	86	CEFX	41154
3	CEFX	41058	45	CEFX	41101	87	CEFX	41155
4	CEFX	41060	46	CEFX	41102	88	CEFX	41156
5	CEFX	41061	47	CEFX	41103	89	CEFX	41157
6	CEFX	41062	48	CEFX	41104	90	CEFX	41158
7	CEFX	41063	49	CEFX	41105	91	CEFX	41160
8	CEFX	41064	50	CEFX	41106	92	CEFX	41161
9	CEFX	41065	51	CEFX	41107	93	CEFX	41162
10	CEFX	41066	52	CEFX	41108	94	CEFX	41163
11	CEFX	41067	53	CEFX	41109	95	CEFX	41164
12	CEFX	41068	54	CEFX	41110	96	CEFX	41165
13	CEFX	41069	55	CEFX	41111	97	CEFX	41166
14	CEFX	41070	56	CEFX	41112	98	CEFX	41167
15	CEFX	41071	57	CEFX	41113	99	CEFX	41168
16	CEFX	41072	58	CEFX	41114	100	CEFX	41169
17	CEFX	41073	59	CEFX	41115	101	CEFX	41170
18	CEFX	41074	60	CEFX	41117	102	CEFX	41171
19	CEFX	41075	61	CEFX	41118	103	CEFX	41172
20	CEFX	41076	62	CEFX	41119	104	CEFX	41173
21	CEFX	41077	63	CEFX	41120	105	CEFX	41174
22	CEFX	41078	64	CEFX	41121	106	CEFX	41175
23	CEFX	41079	65	CEFX	41122	107	CEFX	41176
24	CEFX	41080	66	CEFX	41123	108	CEFX	41177
25	CEFX	41081	67	CEFX	41124	109	CEFX	41178
26	CEFX	41082	68	CEFX	41125	110	CEFX	41179
27	CEFX	41083	69	CEFX	41126	111	CEFX	41181
28	CEFX	41084	70	CEFX	41127	112	CEFX	41182
29	CEFX	41085	71	CEFX	41128	113	CEFX	41183
30	CEFX	41086	72	CEFX	41129	114	CEFX	41184
31	CEFX	41087	73	CEFX	41133	115	CEFX	41185
32	CEFX	41088	74	CEFX	41136	116	CEFX	41186
33	CEFX	41089	75	CEFX	41143	117	CEFX	41187
34	CEFX	41090	76	CEFX	41144	118	CEFX	41188
35	CEFX	41091	77	CEFX	41145	119	CEFX	41189
36	CEFX	41092	78	CEFX	41146	120	CEFX	41227
37	CEFX	41093	79	CEFX	41147	121	CEFX	41255
38	CEFX	41094	80	CEFX	41148	122	CEFX	41316
39	CEFX	41095	81	CEFX	41149	123	CEFX	41317
40	CEFX	41096	82	CEFX	41150	124	CEFX	43191
41	CEFX	41097	83	CEFX	41151	125	CEFX	43214
42	CEFX	41098	84	CEFX	41152			

**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 of an Amendment with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 30, 2002

Edward M. Luria  
Edward M. Luria