

RECORDATION NO.

23514-B
FILED

OCT 06 '06

4-10 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

October 6, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption of Lease, a secondary document, dated as of September 29, 2006. The primary document to which this is connected is recorded under Recordation No. 23514. We request that the copy of this document be recorded under Recordation No. 23514-B.

The names and addresses of the parties to the Memorandum of Assignment and Assumption of Lease are:

Assignee:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignor:

The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the equipment covered by the Memorandum of Assignment and Assumption of Lease consists of 48 Aluminum BethGon Coalporter cars numbered KCLX 701101-701137, inclusive, 701139-701144, inclusive, and 498121-498125, inclusive.

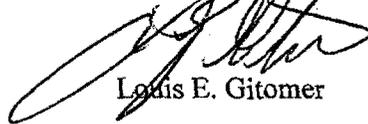
Honorable Vernon A. Williams
October 6, 2006
Page 2

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption of Lease between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and The Fifth Third Leasing Company, 38 Fountain Square Plaza, Cincinnati, OH 45263, covering 48 Aluminum BethGon Coalporter cars numbered KCLX 701101-701137, inclusive, 701139-701144, inclusive, and 498121-498125, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

OCT 06 '06

4-10 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE dated as of this 29th day of September, 2006, is made by and between **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation, with an address at 38 Fountain Square Plaza, Cincinnati, Ohio 45263 (the "Transferor"), and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation, with an address at One West Pennsylvania Avenue, Suite 1000, Towson, Maryland, 21204 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

1. The Transferor has agreed to assign to Transferee that certain Master Lease Agreement dated as of June 18, 2001 (together with Rental Schedule No. 001 thereto, the "Lease") by and between Transferor (as assignee to The Equipment Funding Group, A Division of Provident Commercial Group, Inc., "Provident"), as lessor, and **KANSAS CITY POWER & LIGHT COMPANY** (the "Lessee"), as lessee, and each of the forty-eight (48) railcars identified on Schedule 1 attached hereto leased thereunder (the "Equipment").

2. Provident and Lessee entered into a Memorandum of Lease dated as of June 18, 2001, relating to the Lease and Equipment, which was filed with the Surface Transportation Board on June 20, 2001 and assigned recordation number 23514.

3. Provident, as assignor and Transferor, as assignee entered into a Memorandum of Assignment Agreement dated as of November 20, 2001 related to the Lease and the Equipment which was filed with the Surface Transportation Board on November 20, 2001 which was assigned recordation number 23514-A.

4. The Parties now wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment and Assumption of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment and Assumption of Lease and the Master Assignment Agreement by and between Transferor, as assignor and Transferee, as assignee, the provisions of such Master Assignment Agreement shall control.

This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[signature page to follow]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

THE FIFTH THIRD LEASING COMPANY

By: Mr. [Signature]
Name: Michael V. Gramaglia
Title: Vice President

STATE OF OHIO)
COUNTY OF Hamilton) ss.

On this 29th day of September, 2006, before me appeared Michael Gramaglia the person who signed this instrument, who acknowledged that (s)he is the Vice President of The Fifth Third Leasing Company and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Jill M. Woods
Notary Public

JILL M. WOODS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 06-24-11



My commission expires: _____

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

EQUIPMENT

Forty-eight (48) Aluminum BethGon Coalporter railcars bearing road mark and numbers (all inclusive):

KCLX 701101 through KCLX 701137

KCLX 701139 through KCLX 701144

KCLX 498121 through KCLX 498125

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

October 6, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption of Lease, a secondary document, dated as of September 29, 2006. The primary document to which this is connected is recorded under Recordation No. 23514. We request that the copy of this document be recorded under Recordation No. 23514-B.

The names and addresses of the parties to the Memorandum of Assignment and Assumption of Lease are:

Assignee:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignor:

The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the equipment covered by the Memorandum of Assignment and Assumption of Lease consists of 48 Aluminum BethGon Coalporter cars numbered KCLX 701101-701137, inclusive, 701139-701144, inclusive, and 498121-498125, inclusive.

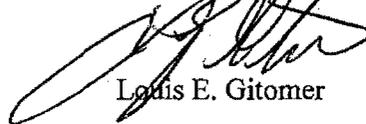
Honorable Vernon A. Williams
October 6, 2006
Page 2

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption of Lease between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and The Fifth Third Leasing Company, 38 Fountain Square Plaza, Cincinnati, OH 45263, covering 48 Aluminum BethGon Coalporter cars numbered KCLX 701101-701137, inclusive, 701139-701144, inclusive, and 498121-498125, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE dated as of this 29th day of September, 2006, is made by and between **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation, with an address at 38 Fountain Square Plaza, Cincinnati, Ohio 45263 (the "Transferor"), and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation, with an address at One West Pennsylvania Avenue, Suite 1000, Towson, Maryland, 21204 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

1. The Transferor has agreed to assign to Transferee that certain Master Lease Agreement dated as of June 18, 2001 (together with Rental Schedule No. 001 thereto, the "Lease") by and between Transferor (as assignee to The Equipment Funding Group, A Division of Provident Commercial Group, Inc., "Provident"), as lessor, and **KANSAS CITY POWER & LIGHT COMPANY** (the "Lessee"), as lessee, and each of the forty-eight (48) railcars identified on Schedule I attached hereto leased thereunder (the "Equipment").

2. Provident and Lessee entered into a Memorandum of Lease dated as of June 18, 2001, relating to the Lease and Equipment, which was filed with the Surface Transportation Board on June 20, 2001 and assigned recordation number 23514.

3. Provident, as assignor and Transferor, as assignee entered into a Memorandum of Assignment Agreement dated as of November 20, 2001 related to the Lease and the Equipment which was filed with the Surface Transportation Board on November 20, 2001 which was assigned recordation number 23514-A.

4. The Parties now wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment and Assumption of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment and Assumption of Lease and the Master Assignment Agreement by and between Transferor, as assignor and Transferee, as assignee, the provisions of such Master Assignment Agreement shall control.

This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[signature page to follow]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

THE FIFTH THIRD LEASING COMPANY

By: Michael V. Granaglia
Name: Michael V. Granaglia
Title: Vice President

STATE OF OHIO)

COUNTY OF Hamilton) ss.

On this 29th day of September, 2006, before me appeared Michael Granaglia the person who signed this instrument, who acknowledged that (s)he is the VICE PRESIDENT of The Fifth Third Leasing Company and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Jill M. Woods
Notary Public

My commission expires: _____

JILL M. WOODS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 06-24-11



SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

EQUIPMENT

Forty-eight (48) Aluminum BethGon Coalporter railcars bearing road mark and numbers (all inclusive):

KCLX 701101 through KCLX 701137

KCLX 701139 through KCLX 701144

KCLX 498121 through KCLX 498125