

RECORDATION NO. 29121 FILED

MAR 08 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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March 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of February 4, 2010, 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: Babcock & Brown Rail Funding LLC
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Westar Energy, Inc.
818 S. Kansas Avenue
Topeka, KS 66612

Section Chief
March 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

20 autoflood hopper cars within the series BNBX 660366 - BNBX 660717 as more particularly set forth in the attachment to the document

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

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

MAR 08 '10 -8 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 4th day of February, 2010 to that certain Master Full Service Railcar Lease dated as of February 4, 2010 between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and WESTAR ENERGY, INC., a Kansas corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of February 4, 2010 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year as set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: George Stone
Name: George Stone
Title: Vice President
Date: 2/9/10

WESTAR ENERGY, INC , as Lessee

By: JDK
Name: JERRY D. KROEGER
Title: DIR - Coal: Wholesale Cust Svcs
Date: 2/4/2010

STATE OF Kansas)

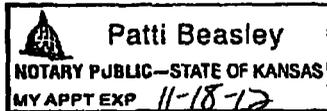
) SS:

COUNTY OF Shawnee)

On Feb. 4, 2010, before me, Patti Beasley, Notary Public, personally appeared Jerry D. Kroeker, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.

Patti Beasley



STATE OF New York)

SS:

COUNTY OF New York)

On 2/19/10, before me, Indra Bedasie Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.



INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

**EXHIBIT A
MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

| <u>Quantity</u> | <u>Car Description</u> | <u>Reporting Marks and Numbers</u> | |
|-----------------|--|------------------------------------|--------|
| Twenty (20) | 4300 c f. Aluminum Autoflood coal hopper railcars, with rotary couplers, AAR Car Type Code K341, manufactured in 1999 by Johnstown America | BNBX | 660366 |
| | | BNBX | 660372 |
| | | BNBX | 660387 |
| | | BNBX | 660418 |
| | | BNBX | 660426 |
| | | BNBX | 660438 |
| | | BNBX | 660471 |
| | | BNBX | 660473 |
| | | BNBX | 660494 |
| | | BNBX | 660502 |
| | | BNBX | 660504 |
| | | BNBX | 660526 |
| | | BNBX | 660551 |
| | | BNBX | 660637 |
| | | BNBX | 660644 |
| | | BNBX | 660649 |
| | | BNBX | 660679 |
| | | BNBX | 660681 |
| | | BNBX | 660707 |
| | | BNBX | 660717 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/8/10



Robert W Alvord