

RECORDATION NO. 26555-F FILED

MAY 03 '11 -1 00 PM

**SURFACE TRANSPORTATION BOARD**

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

May 3, 2011

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 April 11, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Memorandum of Mortgage previously filed with the Board under Recordation Number 26555-A.

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

Lessor	BBRX Two LLC 545 Steamboat Road Greenwich, CT 06830
Lessee:	Westar Energy, Inc. 818 S. Kansas Avenue Topeka, KS 66612

Chief  
Section of Administration  
May 3, 2011  
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A description of the railroad equipment covered by the enclosed document is:

88 railcars within the series BNBX 503002 - BNBX 503240 (previously bearing reporting mark CHTT) 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a checkmark to the left.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 03 '11 -1 00 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 11<sup>th</sup> day of April, 2011 to that certain Master Full Service Railcar Lease dated as of April 11, 2011 between BBRX TWO 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 April 11, 2011 and the Parties entered into that certain Schedule No. 01 thereto dated as April 11, 2011 (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]

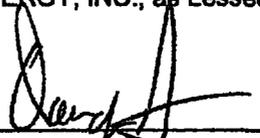
I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessor by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

BBRX TWO LLC, as Lessor

By:   
Name: Larry Littlefield  
Title: Vice President  
Date: April 11, 2011

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessee by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

WESTAR ENERGY, INC., as Lessee

By:   
Name: DOUG STERBENZ  
Title: EVP/COO  
Date: APRIL 4, 2011

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

Quantity/Car Description

Eighty Eight (88), aluminum body, rotary dump Autoflood coal hopper railcars, AAR Car Type Code K341, manufactured in 1998 by Johnstown America Corporation.

Reporting Mark and Numbers (previously bearing Reporting Mark CHTT)

BNBX	503002	BNBX	503080	BNBX	503160
BNBX	503003	BNBX	503082	BNBX	503169
BNBX	503005	BNBX	503083	BNBX	503170
BNBX	503010	BNBX	503084	BNBX	503171
BNBX	503014	BNBX	503085	BNBX	503173
BNBX	503016	BNBX	503088	BNBX	503176
BNBX	503017	BNBX	503091	BNBX	503178
BNBX	503020	BNBX	503093	BNBX	503179
BNBX	503025	BNBX	503095	BNBX	503182
BNBX	503026	BNBX	503096	BNBX	503183
BNBX	503029	BNBX	503097	BNBX	503188
BNBX	503031	BNBX	503102	BNBX	503189
BNBX	503040	BNBX	503107	BNBX	503190
BNBX	503042	BNBX	503112	BNBX	503192
BNBX	503045	BNBX	503114	BNBX	503193
BNBX	503051	BNBX	503119	BNBX	503197
BNBX	503052	BNBX	503120	BNBX	503200
BNBX	503053	BNBX	503123	BNBX	503202
BNBX	503054	BNBX	503124	BNBX	503206
BNBX	503056	BNBX	503127	BNBX	503211
BNBX	503057	BNBX	503129	BNBX	503216
BNBX	503058	BNBX	503134	BNBX	503226
BNBX	503061	BNBX	503137	BNBX	503227
BNBX	503064	BNBX	503139	BNBX	503228
BNBX	503065	BNBX	503141	BNBX	503237
BNBX	503068	BNBX	503143	BNBX	503238
BNBX	503070	BNBX	503151	BNBX	503239
BNBX	503076	BNBX	503154	BNBX	503240
BNBX	503078	BNBX	503155		
BNBX	503079	BNBX	503158		

**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: 5/3/11



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Robert W. Alvord