

RECORDATION NO. 29956 FILED

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SURFACE TRANSPORTATION BOARD

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

November 1, 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 October 6, 2011, 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	BBRX Two LLC 545 Steamboat Road Greenwich, CT 06830
Lessee	Kansas City Power & Light Company 1201 Walnut Street Kansas City, MO 64106

Section Chief
November 1, 2011
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A description of the railroad equipment covered by the enclosed document
is

122 railcars within the series BNBX 503241 – BNBX 503480 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 'E. Luna', with a stylized flourish at the end.

✓ Edward M. Luna

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of October 6, 2011 to that certain Master Full Service Railcar Lease dated as of October 6, 2011 and Schedule No. 01 thereto dated as of October 6, 2011 between BBRX TWO LLC, a Delaware limited liability company (the "Lessor") and KANSAS CITY POWER & LIGHT COMPANY, a Missouri corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT-

WHEREAS, the Lessor and Lessee have entered into that certain Master Full Service Railcar Lease dated October 6, 2011 and Schedule No. 01 thereto dated October 6, 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 first above written

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: L.E. LITTLEFIELD

Title: Vice President

Date: 10/12/11

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.

KANSAS CITY POWER & LIGHT COMPANY, as Lessee

By 

Name Eric Peterson

Title Director Supply Resources

Date October 6, 2011

Approved as to Legal Form
PJV 9/26/11
KCPL Law Dept

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

Quantity/Car Description

One Hundred Twenty-Two (122) 4480 CF Aluminum body BethGon Coalporter railcars, 286,000 lbs.
GRL, AAR Car Type Code J311, built in 1998 by Johnstown America Corporation

Reporting Marks/Numbers

BNBX 503241	BNBX 503321	BNBX 503388	BNBX 503449
BNBX 503246	BNBX 503322	BNBX 503389	BNBX 503451
BNBX 503248	BNBX 503326	BNBX 503391	BNBX 503452
BNBX 503249	BNBX 503328	BNBX 503397	BNBX 503453
BNBX 503251	BNBX 503329	BNBX 503398	BNBX 503455
BNBX 503256	BNBX 503330	BNBX 503401	BNBX 503456
BNBX 503257	BNBX 503331	BNBX 503403	BNBX 503458
BNBX 503261	BNBX 503332	BNBX 503404	BNBX 503461
BNBX 503263	BNBX 503333	BNBX 503405	BNBX 503462
BNBX 503264	BNBX 503334	BNBX 503406	BNBX 503463
BNBX 503268	BNBX 503336	BNBX 503407	BNBX 503464
BNBX 503269	BNBX 503337	BNBX 503411	BNBX 503469
BNBX 503272	BNBX 503338	BNBX 503412	BNBX 503474
BNBX 503273	BNBX 503340	BNBX 503414	BNBX 503475
BNBX 503274	BNBX 503341	BNBX 503415	BNBX 503476
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BNBX 503292	BNBX 503368	BNBX 503435	
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BNBX 503296	BNBX 503376	BNBX 503440	
BNBX 503298	BNBX 503377	BNBX 503441	
BNBX 503299	BNBX 503380	BNBX 503443	
BNBX 503302	BNBX 503381	BNBX 503445	
BNBX 503312	BNBX 503382	BNBX 503446	
BNBX 503313	BNBX 503383	BNBX 503447	
BNBX 503316	BNBX 503386	BNBX 503448	

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 with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 11/1/2011

Edward M Luria
Edward M Luria