

RECORDATION NO. 30395
FILED September 21, 2012 12:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 21, 2012

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 Lease Agreement, dated as of September 21, 2012, 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: U.S. Bancorp Government Leasing and Finance, Inc.
13010 S.W. 68th Parkway
Portland, OR 97223

Lessee: Sikeston Board of Municipal Utilities
207 East Malone Avenue
Sikeston, MO 63801

Section Chief
September 21, 2012
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A description of the railroad equipment covered by the enclosed document is:

105 railcars: WFX 97145 – WFX 97156 and within the series WFX 97000 – WFZX 97104 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 Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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

EML/sem
Enclosures



Government Leasing and Finance, Inc.

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement is made and entered into on September 21, 2012 by and between U.S. Bancorp Government Leasing and Finance, Inc. ("Lessor") and Sikeston Board of Municipal Utilities ("Lessee"). The undersigned have entered into that certain Master Tax-Exempt Lease/Purchase Agreement dated September 21, 2012, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain property as listed on Exhibit "A" attached hereto, subject to the terms defined in Property Schedule No. 1 dated September 21, 2012.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Lessor:
U.S. Bancorp Government Leasing and Finance, Inc.

Lessee:
Sikeston Board of Municipal Utilities

BY: Regina A. Eckendorf
An Authorized Officer

BY: Edward D. Throop
Print Name: Edward D. Throop
Title: General Manager

Executed on this 21st day of September, 2012.

Executed on this 21 day of September, 2012.

STATE OF Colorado
County of Denver)SS.

STATE OF Missouri
County of Scott)SS.

On September 21, 2012, Regina A. Eckendorf personally appeared before me, Lola R. Hernandez, who being duly sworn, stated that she is the Vice President of U.S. Bancorp Government Leasing and Finance, Inc, acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

On September 21, 2012 personally appeared before me, Deanna Middleton, who being duly sworn, stated that he/she is the General Manager of Sikeston Board of Municipal Utilities, acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Before me:

Lola R. Hernandez
Notary Public for State of Colorado
My Commission Expires: 10/31/2015

Deanna C. Middleton
Notary Public for State of Missouri
My Commission Expires: April 28, 2015

6/00

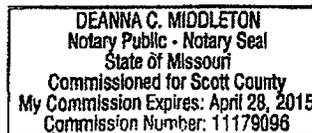
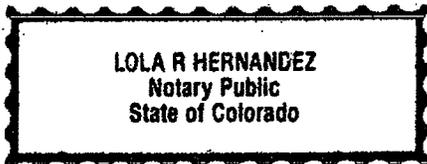


Exhibit "A"
TO MEMORANDUM OF LEASE AGREEMENT

- Approximate year of manufacture - 93 Railcars Built in 1997, 12 Railcars built in 2002.
- Built by FreightCar America
- 4400 Cubic Foot, aluminum bodied rapid discharge Coal Hopper Cars
- WFX 97000 – WFX 97017, WFX 97019 – WFX 97037, WFX 97039, WFX 97042 – WFX 97054, WFX 97060 – WFX 97070, WFX 97072 – WFX 97085, WFX 97088 – WFX 97104 and WFX 97145 – WFX 97156, all inclusive
- Current lender is The CIT Group/Equipment Financing, Inc.

TOGETHER WITH ALL REPLACEMENTS, PARTS, REPAIRS, ADDITIONS, ACCESSIONS AND ACCESSORIES
INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO AND ANY AND ALL PROCEEDS OF THE
FOREGOING, INCLUDING, WITHOUT LIMITATION, INSURANCE RECOVERIES.

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: 9/21/12

Edward M Luria
Edward M. Luria