



Mitsui Rail Capital, LLC

One South Wacker Drive
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Chicago, Illinois 60606

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October 7, 2016

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

RECORDATION NO. 32375
FILED OCTOBER 7, 2016 1:35 PM
SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated September 16, 2016 between the following parties:

Lessor: Mitsui Rail Capital, LLC
1 S. Wacker Drive, Suite 3110
Chicago, IL 60606

Lessee: KCP&L Greater Missouri Operations Company
1200 Main Street
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is:

100 Aluminum Autoflood III railcars within the series MBKX 4010 – MBKX 4287
as more particularly set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$45.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**KCP&L GREATER MISSOURI OPERATIONS COMPANY
("LESSEE")**

SEPTEMBER 16, 2016

This **Memorandum of Full Service Lease Agreement** is made and entered into as of September 16, 2016 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and KCP&L Greater Missouri Operations Company, a Delaware corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) 2004 Johnstown America built Rotary Aluminum Autoflood III railcars bearing marks and numbers as follows:

See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: Daniel P. Penovich
Title: President

LESSEE:

KCP&L GREATER MISSOURI OPERATIONS
COMPANY

By: 
Print Name: Eric Peterson
Title: Sr. Director, Generation Sales & Services

Approved as to Legal Form	
PJV	9/21/16
KCPL Law Dept.	

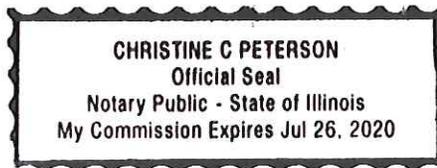
STATE OF ILLINOIS

COUNTY OF COOK

On this 4th day of October, 2016, before me personally appeared Daniel P. Ponzich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: 7/26/20



STATE OF MISSOURI

COUNTY OF JACKSON

On this 23rd day of September, 2016, before me personally appeared Eric Peterson, to me personally known, who being by me duly sworn, says that he is the Sr. Director of KCP&L Greater Missouri Operations Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Nicole A. Wehry
NOTARY PUBLIC

My commission expires:

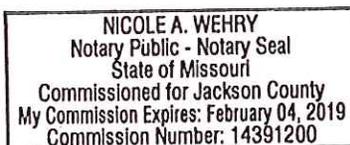


EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	4010	35	MBKX	4133	69	MBKX	4217
2	MBKX	4016	36	MBKX	4135	70	MBKX	4218
3	MBKX	4018	37	MBKX	4136	71	MBKX	4219
4	MBKX	4029	38	MBKX	4138	72	MBKX	4220
5	MBKX	4030	39	MBKX	4143	73	MBKX	4222
6	MBKX	4031	40	MBKX	4144	74	MBKX	4223
7	MBKX	4034	41	MBKX	4145	75	MBKX	4225
8	MBKX	4038	42	MBKX	4146	76	MBKX	4226
9	MBKX	4039	43	MBKX	4148	77	MBKX	4227
10	MBKX	4042	44	MBKX	4149	78	MBKX	4229
11	MBKX	4046	45	MBKX	4151	79	MBKX	4231
12	MBKX	4049	46	MBKX	4153	80	MBKX	4232
13	MBKX	4052	47	MBKX	4155	81	MBKX	4233
14	MBKX	4056	48	MBKX	4157	82	MBKX	4234
15	MBKX	4059	49	MBKX	4159	83	MBKX	4235
16	MBKX	4060	50	MBKX	4160	84	MBKX	4236
17	MBKX	4063	51	MBKX	4161	85	MBKX	4238
18	MBKX	4070	52	MBKX	4165	86	MBKX	4239
19	MBKX	4071	53	MBKX	4167	87	MBKX	4242
20	MBKX	4073	54	MBKX	4170	88	MBKX	4246
21	MBKX	4075	55	MBKX	4171	89	MBKX	4248
22	MBKX	4081	56	MBKX	4172	90	MBKX	4249
23	MBKX	4082	57	MBKX	4173	91	MBKX	4259
24	MBKX	4084	58	MBKX	4175	92	MBKX	4264
25	MBKX	4085	59	MBKX	4176	93	MBKX	4266
26	MBKX	4092	60	MBKX	4178	94	MBKX	4268
27	MBKX	4095	61	MBKX	4182	95	MBKX	4273
28	MBKX	4099	62	MBKX	4186	96	MBKX	4278
29	MBKX	4101	63	MBKX	4190	97	MBKX	4279
30	MBKX	4105	64	MBKX	4192	98	MBKX	4280
31	MBKX	4112	65	MBKX	4195	99	MBKX	4285
32	MBKX	4114	66	MBKX	4203	100	MBKX	4287
33	MBKX	4123	67	MBKX	4206			
34	MBKX	4126	68	MBKX	4215			