

DEC 29 '09

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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
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December 29, 2009

Cynthia I. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 L Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Rail Equipment Lease Agreement, a primary document, dated as of December 21, 2009. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Rail Equipment Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

The Empire District Electric Company
602 Joplin Street
Joplin, MO 64801

A description of the equipment covered by the Memorandum of Rail Equipment Lease Agreement consists of 54 Aluminum BethGon II Railcars numbered PPEX 1017, 1018, 1140-1149, inclusive, 1171, 1172, 1292-1301, inclusive, 1428-1437, inclusive, 1562-1571, inclusive, and 1697-1706, inclusive.

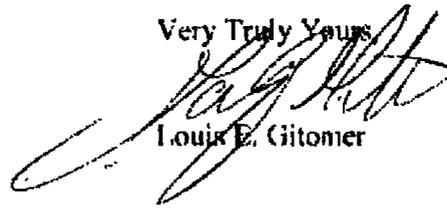
Ms. Cynthia-T. Brown
December 29, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis F. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Rail Equipment Lease Agreement between Banc of America Leasing & Capital, I I.C, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and The Empire District Electric Company, 602 Joplin Street, Joplin, MO 64801, covering 54 Aluminum BethGon II Railcars numbered PPEX 1017, 1018, 1140-1149, inclusive, 1171, 1172, 1292-1301, inclusive, 1428-1437, inclusive, 1562-1571, inclusive, and 1697-1706, inclusive.

Very Truly Yours

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', written over the typed name below.

Louis E. Gitomer

Enclosure

DEC 29 '09

4-51 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT

dated as of December 21, 2009

between

THE EMPIRE DISTRICT ELECTRIC COMPANY
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT

This MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT is made and entered into as of December 21, 2009, by and between THE EMPIRE DISTRICT ELECTRIC COMPANY ("Lessee") and BANK OF AMERICA LEASING & CAPITAL, LLC ("Lessor") with reference to the following:

1. Lessor has agreed purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars")

2. All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement Number 19918-90000 dated as of September 17, 2009, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of December 21, 2009 (together with all of its riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

3. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease and any extension of such term to the extent provided for in the Lease.

4. This Memorandum of Rail Equipment Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Rail Equipment Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rail Equipment Lease Agreement to be executed as of the date first above written.

BANK OF AMERICA LEASING & CAPITAL, LLC
as Lessor

By: *Keith C. Byrd*
Name:
Title:

THE EMPIRE DISTRICT ELECTRIC COMPANY
as Lessee

By: *Harold R. Colgin II*
Name: *Harold R. Colgin II*
Title: *Vice President - Energy Supply*

**EXHIBIT NO. 1
TO MEMORANDUM OF RAIL EQUIPMENT LEASE AGREEMENT**

Fifty-four (54) Aluminum BethGon II Railcars numbered PPEX 1017, 1018, 1140-1149, inclusive, 1171, 1172, 1292-1301, inclusive, 1428-1437, inclusive, 1562-1571, inclusive, and 1697-1706, inclusive.

