

Indra Bedasie
Legal Assistant

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RECORDATION NO. 20929 FILED

OCT 8 '97 2-00PM

October 3, 1997



BY FEDERAL EXPRESS

**Re: Form of Memorandum of Railcar Lease between
The CIT Group/Equipment Financing, Inc. and
Union Electric Company dated July 11, 1997**

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 8 1 54 PM '97

Enclosed herewith are three (3) originals of the above-referenced Form of Memorandum of Railcar Lease duly executed and notarized. Please have the enclosed recorded with the Surface Transportation Board urgently, thereafter returning two (2) recorded originals to my attention.

Should you have any questions, please do not hesitate to give me a call. Thank you for your assistance on this matter.

Very truly yours,

Indra Bedasie
Indra Bedasie

Enclosure

cc: N. Coblazo
S. Darnell, Esq.
R. Dinnhaupt
J. Wickham

563.ltr

Enclosure parts - R. V.

OCT 8 '97 2-00PM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11 day of JULY, 1997 is made by Union Electric Company, a Missouri corporation, with an address at 1901 CHOUTEAU AVE (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 01 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy Wardella Coblazo
Name: Nancy Wardella Coblazo
Title: Vice President

GPH
UNION ELECTRIC COMPANY
By: Paul A. Ogatten
Name: PAUL A. OGATTEN
Title: SR V.P.

Rider A
Schedule No. 01

| | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|
| PRBX | 2001 | PRBX | 2066 | PRBX | 2115 | PRBX | 2232 | PRBX | 2369 | PRBX | 2423 |
| PRBX | 2002 | PRBX | 2067 | PRBX | 2116 | PRBX | 2233 | PRBX | 2370 | PRBX | 2424 |
| PRBX | 2003 | PRBX | 2068 | PRBX | 2117 | PRBX | 2235 | PRBX | 2371 | PRBX | 2425 |
| PRBX | 2004 | PRBX | 2070 | PRBX | 2118 | PRBX | 2241 | PRBX | 2373 | PRBX | 2426 |
| PRBX | 2005 | PRBX | 2071 | PRBX | 2119 | PRBX | 2244 | PRBX | 2374 | PRBX | 2427 |
| PRBX | 2007 | PRBX | 2072 | PRBX | 2120 | PRBX | 2245 | PRBX | 2376 | PRBX | 2428 |
| PRBX | 2008 | PRBX | 2073 | PRBX | 2121 | PRBX | 2247 | PRBX | 2379 | PRBX | 2429 |
| PRBX | 2009 | PRBX | 2074 | PRBX | 2122 | PRBX | 2257 | PRBX | 2380 | PRBX | 2430 |
| PRBX | 2010 | PRBX | 2076 | PRBX | 2123 | PRBX | 2267 | PRBX | 2382 | PRBX | 2431 |
| PRBX | 2011 | PRBX | 2077 | PRBX | 2124 | PRBX | 2273 | PRBX | 2383 | PRBX | 2432 |
| PRBX | 2012 | PRBX | 2078 | PRBX | 2125 | PRBX | 2276 | PRBX | 2384 | PRBX | 2433 |
| PRBX | 2013 | PRBX | 2079 | PRBX | 2127 | PRBX | 2277 | PRBX | 2387 | PRBX | 2436 |
| PRBX | 2014 | PRBX | 2080 | PRBX | 2128 | PRBX | 2283 | PRBX | 2388 | PRBX | 2439 |
| PRBX | 2016 | PRBX | 2081 | PRBX | 2129 | PRBX | 2287 | PRBX | 2389 | PRBX | 2440 |
| PRBX | 2018 | PRBX | 2082 | PRBX | 2131 | PRBX | 2295 | PRBX | 2390 | PRBX | 2441 |
| PRBX | 2022 | PRBX | 2083 | PRBX | 2132 | PRBX | 2296 | PRBX | 2391 | PRBX | 2442 |
| PRBX | 2026 | PRBX | 2084 | PRBX | 2133 | PRBX | 2301 | PRBX | 2392 | PRBX | 2443 |
| PRBX | 2027 | PRBX | 2085 | PRBX | 2134 | PRBX | 2306 | PRBX | 2394 | PRBX | 2444 |
| PRBX | 2030 | PRBX | 2086 | PRBX | 2137 | PRBX | 2309 | PRBX | 2395 | PRBX | 2445 |
| PRBX | 2032 | PRBX | 2088 | PRBX | 2145 | PRBX | 2312 | PRBX | 2396 | PRBX | 2446 |
| PRBX | 2033 | PRBX | 2089 | PRBX | 2148 | PRBX | 2315 | PRBX | 2398 | PRBX | 2448 |
| PRBX | 2034 | PRBX | 2090 | PRBX | 2164 | PRBX | 2316 | PRBX | 2399 | PRBX | 2449 |
| PRBX | 2035 | PRBX | 2092 | PRBX | 2167 | PRBX | 2319 | PRBX | 2400 | PRBX | 2453 |
| PRBX | 2036 | PRBX | 2093 | PRBX | 2168 | PRBX | 2325 | PRBX | 2401 | PRBX | 2454 |
| PRBX | 2038 | PRBX | 2095 | PRBX | 2172 | PRBX | 2327 | PRBX | 2402 | PRBX | 2457 |
| PRBX | 2039 | PRBX | 2096 | PRBX | 2174 | PRBX | 2328 | PRBX | 2404 | PRBX | 2460 |
| PRBX | 2040 | PRBX | 2097 | PRBX | 2178 | PRBX | 2333 | PRBX | 2405 | PRBX | 2462 |
| PRBX | 2042 | PRBX | 2098 | PRBX | 2183 | PRBX | 2336 | PRBX | 2407 | PRBX | 2463 |
| PRBX | 2047 | PRBX | 2099 | PRBX | 2185 | PRBX | 2340 | PRBX | 2408 | PRBX | 2466 |
| PRBX | 2049 | PRBX | 2100 | PRBX | 2187 | PRBX | 2344 | PRBX | 2409 | PRBX | 2467 |
| PRBX | 2051 | PRBX | 2101 | PRBX | 2191 | PRBX | 2347 | PRBX | 2410 | PRBX | 2468 |
| PRBX | 2052 | PRBX | 2103 | PRBX | 2193 | PRBX | 2351 | PRBX | 2411 | PRBX | 2470 |
| PRBX | 2053 | PRBX | 2104 | PRBX | 2206 | PRBX | 2352 | PRBX | 2413 | PRBX | 2471 |
| PRBX | 2058 | PRBX | 2105 | PRBX | 2209 | PRBX | 2353 | PRBX | 2414 | PRBX | 2472 |
| PRBX | 2059 | PRBX | 2107 | PRBX | 2215 | PRBX | 2354 | PRBX | 2416 | PRBX | 2473 |
| PRBX | 2060 | PRBX | 2108 | PRBX | 2220 | PRBX | 2359 | PRBX | 2417 | PRBX | 2474 |
| PRBX | 2061 | PRBX | 2109 | PRBX | 2227 | PRBX | 2360 | PRBX | 2419 | PRBX | 2475 |
| PRBX | 2062 | PRBX | 2112 | PRBX | 2228 | PRBX | 2364 | PRBX | 2420 | PRBX | 2478 |
| PRBX | 2064 | PRBX | 2113 | PRBX | 2229 | PRBX | 2366 | PRBX | 2421 | PRBX | 2479 |
| PRBX | 2065 | PRBX | 2114 | PRBX | 2230 | PRBX | 2367 | PRBX | 2422 | PRBX | 2480 |

STATE OF Mo)
)
COUNTY OF St Louis) SS:

On this 11 day of July, 1997 before me personally appears PAUL A. AGATHEN, to me personally known, who by me duly sworn, says that he/she is the SENIOR VICE PRESIDENT of UNION ELECTRIC COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Patricia A. Nuoffer
Notary Public

PATRICIA A. NUOFFER
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis City
My Commission Expires: April 23, 1998

[SEAL]

My Commission expires:

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On this 15th day of July, 1997 before me personally appears NANCY MARDELLA COBLAZO, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Expires Sept. 3, 1998

[SEAL]

My Commission expires: