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April 10, 1998

Janice Fort
Surface Transportation Board
Recordation Office
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Washington D.C. 20423

RECORDATION NO. 21329 FILED

APR 13 '98

9-41 AM

APR 13 9 41 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Janice,

Enclosed are several filings to be recorded. They are as follows:

- 1) Original plus 2 copies, all notarized. Railcar Lease Agreement between Louis Dreyfus Corporation and The CIT Group/Equipment Financing Inc dated 12/29/95 (Head Lease)
- 2) Original plus 2 copies, all notarized. Railcar Lease Agreement between Cargill Incorporated and The CIT Group/Equipment Financing Inc dated 12/29/95 (Sublease)
- 3) Original plus 3 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Union Electric Company d/b/a Ameren UE dated 3/27/98. (Schedule 2)
- 4) Original plus 3 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Union Electric Company d/b/a Ameren UE dated 3/27/98. (Schedule 3)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a Fed X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

SURFACE TRANSPORTATION BOARD
WASHINGTON, DC., 20423-0001

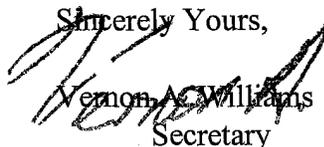
Office Of The Secretary
Rebecca Heisler
Lexis Document Services
801 Adlai Stevenson Drive
Springfield, Illinois 62703- 4261

Date: 4/13/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U. S. C. 11301
and 49 CFR 1177.3 (c), on 4/13/98 at 9:41 AM and
assigned recordation number (s).21326, 21327, 21328 and 21329.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure (s) (4)
104.00

\$-----The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee , you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.



RECORDATION NO. 21329 FILED 2004

APR 13 '98

9-41 AM

MEMORANDUM OF RAIL CAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of March, 1998 is made by UNION ELECTRIC COMPANY d/b/a AmerenUE, a Missouri corporation, with an address at 1901 Chouteau Avenue, St. Louis, Missouri 63103 (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 Rail Car Lease dated as of July 11, 1997 covering the equipment described on Exhibit A hereto which was leased under Schedule No. 03 dated March 27, 1998 (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: [Signature]
Name: Lawrence E. Littlefield
Title: Vice President

UNION ELECTRIC COMPANY d/b/a AmerenUE

By: [Signature]
Name: PAUL A. ADAMSON
Title: SENIOR VICE PRESIDENT

Schedule No. 03
Memorandum

EXHIBIT A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
120	Aluminum rapid discharge rotary dump coal hoppers.	CEFX 60120-60239

STATE OF)
) SS:
COUNTY OF)

On this 27th day of MARCH, 1998 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 d/b/a AmerenUE (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.

G. L. Waters

Notary Public
G. L. WATERS
Notary Public — Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: March 16, 1999

[SEAL]

My Commission expires:

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

On this 3rd day of April, 1998 before me personally appears LAWRENCE E. LITZFIELD, 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

[SEAL]

My Commission expires

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