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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 25209-B FILED
SEP 24 04 3-00 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

September 24, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of September 22, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor:	The CIT Group/Equipment Financing, Inc. 1211 Avenue of the Americas New York, New York 10036
Lessee:	Union Electric Company 1901 Chouteau Avenue St. Louis, Missouri 63103

Mr. Vernon A. Williams
September 24, 2004
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A description of the railroad equipment covered by the enclosed document
is:

40 railcars: UCEX 24641 – UCEX 24680.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease.

Also enclosed is a check in the amount of \$30.00 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,


Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25209-B FILED

MEMORANDUM OF RAILCAR LEASE SEP 24 '04 3-00 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24 day of September, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and UNION ELECTRIC COMPANY, a Missouri corporation, with an address at 1901 Chouteau Avenue, St. Louis, MO 63103 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease dated as of August 31, 2004 and Schedule 03 thereto dated September 21 2004 covering the equipment described below (the "Equipment"):

40 Johnstown America, Non-Rotary Aluminum AutoFlood III Railcars Outside Stake Double Door Design 4,100 cu. ft. capacity, Reporting Marks and Numbers UCEX 24641-24680

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Janice M Wickhan
Name: Janice M. Wickhan
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNION ELECTRIC COMPANY
By its agent, AMEREN ENERGY FUELS AND SERVICES COMPANY

By: Thomas R Boss
Name: THOMAS R BOSS

9-21-04 KB
GPH 9/21/04

Title: _____
STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 27th day of September, 2004, before me personally appeared SAM CREWICKHAM, to me personally known, who, being by me duly sworn, says that he/she is a VICEPRESIDENT of The CIT Group/Equipment Financing, Inc. , that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Notary Public

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 20 07

My commission expires:

STATE OF MO)
COUNTY OF Ste Genevieve) ss:

On this 21 day of September, 2004, before me personally appeared T.R. Yoss, to me personally known, who, being by me duly sworn, says that he/she is a President of, AMEREN ENERGY FUELS AND SERVICES COMPANY that he/she is authorized to execute the foregoing instrument on behalf of said corporation as agent for UNION ELECTRIC COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Carletta Giesler
Notary Public

My commission expires: 10/10/2005

