



NOV 23 2005
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November 23, 2005

E-FILING RECORDATION

Vernon A. Williams
Secretary
Surface Transportation Board
ATTN: Recording Department
1925 K Street NW
Washington, DC 20423

RECORDATION NO. 25985 FILED

NOV 25 '05

10:19 AM

SURFACE TRANSPORTATION BOARD

Re: Recordation of Documents—Railcar
Lessor: The Fifth Third Leasing Company
Lessee: Ameren Energy Generating Company
Equipment: One Hundred Thirty-five (135) FreightCar America Rotary AutoFlood III railcars with reporting marks and numbers CAEG 825271 through 825405 inclusive

Dear Mr. Secretary:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Lease Agreement (Interim Funding Schedule No. 003), a primary document, dated November 23, 2005.
- (b) The names and addresses of the parties to the document are as follows:

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
MD 10904A
Cincinnati, Ohio 45263

Lessee: Ameren Energy Generating Company
1901 Chouteau Avenue
St. Louis, Missouri 63103

Vernon A. Williams, Secretary
Surface Transportation Board
November 23, 2005
Page 2



(c) A description of the equipment covered by the document follows:

One Hundred Thirty-five (135) FreightCar America Rotary AutoFlood III railcars with reporting marks and numbers CAEG 825271 through 825405 inclusive.

A recording fee of \$33.00 is being remitted. Please return the originals to:

Richard J. Schroeder
Davis Wright Tremaine LLP
2600 Century Square
1501 - 4th Avenue
Seattle, WA 98101-1688

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

Primary Document: Memorandum of Lease Agreement (Interim Funding Schedule No. 003) dated November 23, 2005, between The Fifth Third Leasing Company as Lessor and Ameren Energy Generating Company as Lessee, covering One Hundred Thirty-five (135) Freightcar America Rotary Auto Flood III railcars with reporting marks and numbers CAEG 825271 through 825405 inclusive.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'Richard J. Schroeder', with a long horizontal flourish extending to the right.

Richard J. Schroeder

RJS:mtk
Enclosures

RECORDATION NO. 25985 FILED

NOV 25 '05

10-19 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

(Interim Funding Schedule No. 003)

Dated as of November 23, 2005

between

THE FIFTH THIRD LEASING COMPANY,

Lessor

and

AMEREN ENERGY GENERATING COMPANY

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on November __, 2005, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of November 23, 2005, is made by and between AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, by its Agent, Ameren Energy Fuels and Services Company ("Lessee"), and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated October 24, 2005, together with Interim Funding Schedule - No. 003 dated November 23, 2005 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor one hundred thirty-five (135) FreightCar America AutoFlood III railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.
3. The Lease Agreement does not contain a hereafter acquired clause.
4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

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

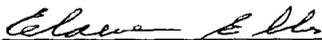
Lessor:

THE FIFTH THIRD LEASING COMPANY

By: 
Name: CHRISTIAN HYECK
Title: VP

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 21 day of November, 2005, before me the subscriber personally appeared CHRISTIAN HYECK, who being by me duly sworn, did depose and say: that he is a VP of THE FIFTH THIRD LEASING COMPANY the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.


NOTARY PUBLIC

My Commission Expires:

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2007

[Lessor signature page]

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

Lessee:

AMEREN ENERGY GENERATING COMPANY,
by its agent,
Ameren Energy Fuels and Services Company

By: Robert K. Neff
Name: Robert K. Neff
Title: Vice President-Coal Supply

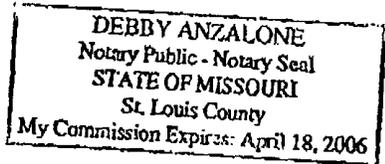
RB
1/5
RWC
Jed

STATE OF MISSOURI)
) ss.:
SAINT LOUIS CITY)

On this 23 day of November, 2005, before me the subscriber personally appeared Robert K. Neff, who being by me duly sworn, did depose and say: that (s)he is a Vice President of Ameren Energy Fuels and Services Company, as Agent for AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Debby Anzalone
NOTARY PUBLIC

My Commission Expires:



[Lessee signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Interim Funding Schedule No. 003 dated as of November 23, 2005 to Master Equipment Lease Agreement Dated as of October 24, 2005.

Lessor: THE FIFTH THIRD LEASING COMPANY

Lessee: AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, by its Agent, Ameren Energy Fuels and Services Company

Vendor: FreightCar America
17 Johns Street
Johnstown, PA 15901

Invoice No. 99200538

One hundred thirty-five (135) Rotary AutoFlood III railcars with Reporting Marks and Road Numbers as follows:

Mark	Number
CAEG	825271 through 825405, inclusive