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December 8, 2005

RECORDATION NO. 25926-A FILED

E-FILING RECORDATION

DEC 8 '05 4-59 PM

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

SURFACE TRANSPORTATION BOARD

Re: Recordation of Documents—Railcar
Lessor: The Fifth Third Leasing Company
Lessee: Ameren Energy Generating Company
Equipment: Four Hundred Five (405) FreightCar America Rotary AutoFlood III railcars with reporting marks and numbers CAEG 825001 through 825405 inclusive.
Secondary Document to Recordation No. 25926 (with cross references to Recordation No. 25959 and Recordation No. 25985)

Dear Mr. Secretary:

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

- (a) Memorandum of Lease Agreement (Equipment Schedule No. 001) dated November 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The primary document to which this is connected is recorded under Recordation No. 25926. The enclosed document is also a secondary document relating to Recordation No. 25959 and Recordation No. 25985, accordingly cross-referencing to these recordation numbers is requested.

Vernon A. Williams, Secretary
Surface Transportation Board
December 8, 2005
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(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

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

Four Hundred Five (405) FreightCar America Rotary AutoFlood III railcars with reporting marks and numbers CAEG 825001 through 825405 inclusive.

A recording fee of \$33.00 and cross-reference fees of \$33.00 for the two additional Recordation Number references (for a total of \$99.00) 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:

Secondary Document: Memorandum of Lease Agreement (Equipment Schedule No. 001) dated November 30, 2005, between The Fifth Third Leasing Company as Lessor and Ameren Energy Generating Company as Lessee, covering Four Hundred Five (405) Freightcar America Rotary Auto Flood III railcars with reporting marks and numbers CAEG 825001 through 825405 inclusive.

The document does not contain a hereafter acquired clause.

Vernon A. Williams, Secretary
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Please call me at 206-628-7759 if you have any questions.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'Richard J. Schroeder'. The signature is fluid and cursive, with a long horizontal line extending to the right.

Richard J. Schroeder

RJS:mtk
Enclosures

RECORDATION NO. 25926-A FILED
DEC 8 '05 4-59 PM DEC 8 2005
SURFACE TRANSPORTATION BOARD RECEIVED

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 001)

Dated as of November 30, 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 _____, 2005, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT (Equipment Schedule No. 001) dated as of November 30, 2005, is made by and between 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. 001 dated October 24, 2005, together with Interim Funding Schedule - No. 002 dated November 8, 2005, together with Interim Funding Schedule - No. 003 dated November 23, 2005, which Interim Funding Schedules have been replaced with Equipment Schedule No. 001 dated November 30, 2005 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor four hundred five (405) 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]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No. 001 dated as of November 30, 2005 to Master Equipment Lease Agreement dated as of October 24, 2005.

Lessor: THE FIFTH THIRD LEASING COMPANY

Lessee: AMEREN ENERGY GENERATING COMPANY

Vendor: FreightCar America
17 Johns Street
Johnstown, PA 15901

Four hundred five (405) Rotary AutoFlood III railcars with Reporting Marks and Road Numbers as follows:

Mark	Number
CAEG	825001 through 825405, inclusive