

RECORDATION NO. 26194 FILED

FEB 08 '06 1-01 PM

SURFACE TRANSPORTATION BOARD

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

February 8, 2006

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 Lease, dated as of February 3, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: RBS Asset Finance, Inc.
71 South Wacker Drive
Suite 2800
Chicago, Illinois 60606

Lessee: Ameren Energy Fuels and Service, as agent
for Ameren Energy Generating Company
1901 Chouteau Avenue
St. Louis, Missouri 63166

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A description of the railroad equipment covered by the enclosed document is:

380 FreightCar America rotary AutoFlood III aluminum hopper cars:
CAEG 826001 - CAEG 826380.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 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

MEMORANDUM OF LEASE

FEB 08 '06

1-01 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of ~~January~~ ^{February} 3, 2006, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 South Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and Ameren Energy Fuels and Services Company, as agent for Ameren Energy Generating Company, an Illinois corporation having its principal place of business at 1901 Chouteau Avenue, St. Louis, MO 63103 ("Lessee").

1. Lessor intends to purchase and lease to Lessee Three Hundred Eighty (380)-FreightCar America Rotary AutoFlood III Aluminum Hopper Railcars, in each case bearing the identification marks set forth on the attached Exhibit A (collectively, the "Railcars").

2. Lessor and Lessee intend to enter into Three (3) separate Equipment Schedules, each issued pursuant to a Master Rail Lease Agreement having an effective date of ~~January~~ ^{February} 3, 2006. Pursuant to each such Equipment Schedule, Lessor will lease the Railcars to Lessee for an initial term of 240 months commencing as of the Delivery Date for the Railcars described therein (as such term is defined in the Master Rail Lease Agreement).

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Lessor: **RBS ASSET FINANCE, INC.**

Lessee: **AMEREN ENERGY FUELS AND SERVICES COMPANY, AS AGENT FOR AMEREN ENERGY GENERATING COMPANY**

By: *Tanya Finn*
Name: Tanya Finn
Title: VP

By: *Michael G Muelha*
Name: Michael G Muelha
Title: President

KS
WJD
RHW
RWZ
JK
TAN

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Tanya Finn, its VP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 7th day of February, 2006.

Misty Watte
Notary Public



State of Missouri)
) ss:
City of St. Louis)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Ameren Energy Fuels and Services Company, as agent for Ameren Energy Generating Company, an Illinois corporation (the "Corporation"), by Michael G. Mueller, its President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at St. Louis, Missouri, this 31 day of January, 2006.

Carletta Giesler
Notary Public

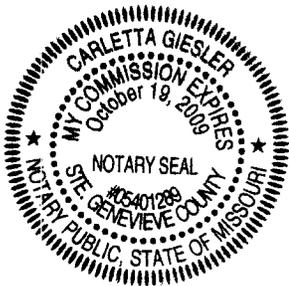


EXHIBIT A

DESCRIPTION

AAR MARKINGS

380 – FreightCar America Rotary AutoFlood III
Aluminum Hopper Railcars

CAEG 826001-826140
CAEG 826141-826275
CAEG 826276-826380