

RECORDATION NO. 26194-D FILED

OCT 22 '10 -3 45 PM

SURFACE TRANSPORTATION BOARD

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

October 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of October 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Supplement to Lease previously filed with the Board under Recordation Number 26194-B.

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

Assignor:	RBS Asset Finance, Inc. 480 Jefferson Blvd. Warwick, RI 02886
Assignee:	BB&T Equipment Finance Corporation 102 W Pennsylvania Avenue Towson, MD 21204

Section Chief
October 22, 2010
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A description of the railroad equipment covered by the enclosed document is:

134 FreightCar America Rotary AutoFlood III aluminum hopper cars within the series CAEG 826141 - CAEG 826341 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

OCT 22 '10 -3 45 PM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

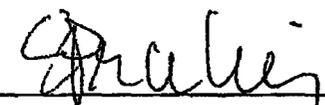
This Memorandum of Lease Assignment, dated as of October 22, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Rail Lease Agreement No. 1, dated as of February 3, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Ameren Energy Fuels and Services Company, as agent for Ameren Energy Generating Company, an Illinois corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 2 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment"). A Memorandum with respect to the Equipment Schedule was duly filed with the Surface Transportation Board under recordation number 26194-B.

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

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

RBS ASSET FINANCE, INC., Assignor

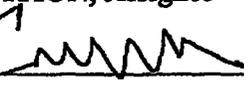
By 

Name Soula Perakis

Assistant Vice President

Title _____

BB&T EQUIPMENT FINANCE CORPORATION, Assignee

By 

Name Constance W. Lancaster

SENIOR

Title Vice President

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 Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment 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 15th day of October, 2010.


Notary Public
Jeffrey P. Lanigan



State of Maryland)
) ss:
County of Baltimore)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by Constance W. Lancaster, its Senior Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her 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 Towson, Maryland, this 14th day of October, 2010.



Notary Public

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 2.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 2 is 240 months commencing as of March 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 2 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

*134 – FreightCar America Rotary AutoFlood III, Aluminum Hopper Railcars bearing the following identification marks:

CAEG 826141
826158
826168
826170
826178
826180 - 826182
826184
826189
826201 – 826202
826204
826206 – 826241
826243 – 826258
826260 – 826308
826310 – 826323
826325 - 826328
826339
826341

*Car 826324 has been disposed due to a casualty

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/22/10



Robert W. Alvord