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June 30, 2011

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

RECORDATION NO. 24968-A FILED

JUN 30 '11 -12 06 PM

Dear Ms. Brown:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Assignment, a secondary document, dated as of June 30, 2011. The primary document to which this is connected is recorded under Recordation No. 24968. We request that this document be recorded under Recordation No. 24968-A.

The names and addresses of the parties to the Memorandum of Lease Assignment are:

Assignor:

ICX Corporation d/b/a RBS Asset Finance  
2 Summit Park Drive, Suite 300  
Cleveland OH 44131

Assignee:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Lease Assignment consists of 240 Bethgon Coalporter Railcars numbered CAEG 24001-24240, inclusive.

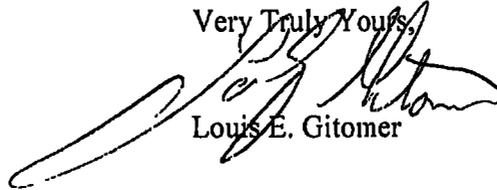
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
June 30, 2011  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Assignment between ICX Corporation d/b/a RBS Asset Finance, 2 Summit Park Drive, Suite 300, Cleveland OH 44131, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 240 Bethgon Coalporter Railcars numbered CAEG 24001-24240, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a large initial "L" and "G".

Louis E. Gitomer

Enclosure

JUN 30 '11 -12 06 PM

MEMORANDUM OF LEASE ASSIGNMENT

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease Assignment, dated as of June 30, 2011, is made by ICX Corporation, an Ohio corporation d/b/a RBS Asset Finance ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Rail Lease Agreement, dated as of May 19, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Ameren Energy Generating Company, an Illinois corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 001 (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 24968.

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.

**ICX CORPORATION D/B/A RBS ASSET FINANCE, Assignor**

By Michael Malley

Name Michael O'Malley

Title Senior Vice President

**BB&T EQUIPMENT FINANCE CORPORATION, Assignee**

By \_\_\_\_\_

Name \_\_\_\_\_

Title \_\_\_\_\_

MEMORANDUM OF LEASE ASSIGNMENT

This Memorandum of Lease Assignment, dated as of June \_\_, 2011, is made by ICX Corporation d/b/a 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, dated as of May 19, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Ameren Energy Generating Company, an Illinois corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 001 (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 24968.

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.

**ICX CORPORATION D/B/A RBS ASSET  
FINANCE, INC., Assignor**

By \_\_\_\_\_

Name \_\_\_\_\_

Title \_\_\_\_\_

**BB&T EQUIPMENT FINANCE  
CORPORATION, Assignee**

By  \_\_\_\_\_

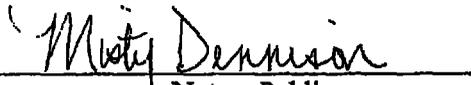
Name CONSTANCE W. LANCASTER  
SENIOR VICE PRESIDENT

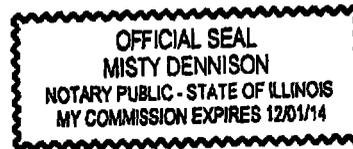
Title \_\_\_\_\_

State of Illinois     )  
                                  ) ss:  
County of Cook        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation d/b/a RBS Asset Finance (the "Corporation"), by Michael O'Malley, its Senior 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 30<sup>th</sup> day of June, 2011.

  
\_\_\_\_\_  
Notary Public



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 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 Towson, Maryland, this 29<sup>th</sup> day of June, 2011.

Patricia J. Gillis  
Notary Public

PATRICIA J. GILLIS  
Notary Public-Maryland  
Baltimore County

My Commission Expires 12/4/2012

EXHIBIT A  
to  
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 001.
2. Initial Term: The Initial Term of Equipment Schedule No. 001 is 240 months commencing as of May 19, 2004.
3. Equipment: The Equipment covered by Equipment Schedule No. 001 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:

\*237 – Johnstown America 4,520 Cu. Foot Aluminum Outside Stake, Bethgon Coalporter Railcars bearing the following identification marks:

CAEG 24001 – CAEG 24240

\*Cars 24049, 24156 and 24088 have been disposed due to casualties