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April 15, 2015

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 Full Service Railcar Lease, dated as of September 26, 2014, 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:	WL Ross-Greenbrier Rail I LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Lessee:	Entergy Arkansas, Inc. Park Wood II Building, Suite 300 10055 Grogans Mill Road The Woodlands, TX 77380

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

145 railcars within the series BNBX 120110 – BNBX 120373 as more particularly set forth on the attachment to the document.

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

Memorandum of Full Service Railcar Lease.

Section Chief
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Also enclosed is a check in the amount of \$43.00 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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of September 26, 2014, to that certain Master Full Service Railcar Lease dated September 1, 2014 and Schedule No. 01 thereto dated September 26, 2014, is between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and ENTERGY ARKANSAS, INC., an Arkansas corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of September 1, 2014 and that certain Schedule No. 01 thereto dated September 26, 2014 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

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EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One hundred forty-five (145)	4,520 CF Aluminum body BethGon II Coal Porter railcars, 286,000 lbs. GRL	See attached Car List.

Car List

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	120112	BNBX	120321	BNBX	120302	BNBX	120295
BNBX	120120	BNBX	120224	BNBX	120348	BNBX	120167
BNBX	120129	BNBX	120152	BNBX	120122	BNBX	120309
BNBX	120132	BNBX	120188	BNBX	120335	BNBX	120205
BNBX	120140	BNBX	120342	BNBX	120172	BNBX	120143
BNBX	120149	BNBX	120294	BNBX	120352	BNBX	120213
BNBX	120157	BNBX	120260	BNBX	120332	BNBX	120236
BNBX	120178	BNBX	120190	BNBX	120290	BNBX	120192
BNBX	120184	BNBX	120354	BNBX	120160	BNBX	120359
BNBX	120193	BNBX	120242	BNBX	120308	BNBX	120357
BNBX	120196	BNBX	120232	BNBX	120364	BNBX	120351
BNBX	120211	BNBX	120313	BNBX	120195	BNBX	120289
BNBX	120227	BNBX	120353	BNBX	120214	BNBX	120210
BNBX	120239	BNBX	120327	BNBX	120114	BNBX	120216
BNBX	120248	BNBX	120244	BNBX	120365	BNBX	120334
BNBX	120250	BNBX	120263	BNBX	120137	BNBX	120262
BNBX	120251	BNBX	120215	BNBX	120255	BNBX	120245
BNBX	120267	BNBX	120123	BNBX	120288	BNBX	120116
BNBX	120280	BNBX	120180	BNBX	120231	BNBX	120206
BNBX	120292	BNBX	120177	BNBX	120312	BNBX	120136
BNBX	120299	BNBX	120124	BNBX	120315	BNBX	120287
BNBX	120311	BNBX	120367	BNBX	120343	BNBX	120350
BNBX	120339	BNBX	120176	BNBX	120217	BNBX	120298
BNBX	120361	BNBX	120110	BNBX	120199	BNBX	120191
BNBX	120366	BNBX	120168	BNBX	120355	BNBX	120145
BNBX	120370	BNBX	120194	BNBX	120170	BNBX	120230
BNBX	120197	BNBX	120139	BNBX	120212	BNBX	120234
BNBX	120317	BNBX	120333	BNBX	120201	BNBX	120159
BNBX	120373	BNBX	120174	BNBX	120182	BNBX	120171
BNBX	120208	BNBX	120142	BNBX	120300	BNBX	120187
BNBX	120238	BNBX	120233	BNBX	120247	BNBX	120202
BNBX	120229	BNBX	120303	BNBX	120119	BNBX	120243
BNBX	120130	BNBX	120306	BNBX	120358	BNBX	120279
BNBX	120151	BNBX	120261	BNBX	120259	BNBX	120283
BNBX	120198	BNBX	120371	BNBX	120125	BNBX	120336
BNBX	120153	BNBX	120135	BNBX	120301	BNBX	120337
						BNBX	120338

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: April 15, 2015

Edward M. Luria

Edward M. Luria