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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 3, 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 Schedule No. 2, dated as of April 24, 2015, 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 Gulf States Louisiana, L.L.C.
10055 Grogans Mill Road
Parkwood II, Suite 300
The Woodlands, TX 77380

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

141 railcars within the series BNBX 1008 – BNBX 1443, BNBX 40132 – BNBX 40592 and BNBX 503494 – BNBX 503545 as set forth in the attachment to the document.

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

Memorandum of Schedule No. 2.

Section Chief
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Page 2

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF
SCHEDULE NO. 2

This is a Memorandum of Schedule No. 2 dated as of April 24, 2015 to a Lease Agreement made and entered into as of October 1, 2010 by and between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and ENTERGY GULF STATES LOUISIANA, L.L.C., a Louisiana limited liability company (the "Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor One hundred forty-one (141) 4,520 CF Aluminum body BethGon II Coal Port railcars, 286,000 lbs. GRL bearing reporting marks and numbers as indicated in the attached Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 2 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

LESSOR:

WL ROSS-GREENBRIER RAIL I LLC

BY: WA

NAME: Wendy Teramoto

TITLE: Vice President

LESSEE:

ENTERGY GULF STATES LOUISIANA,
L.L.C.

BY: Christopher Scott Marino gmr

NAME: Christopher Scott Marino

TITLE: Mgr, Solid Fuel Supply

**EXHIBIT A
RAIL EQUIPMENT LIST**

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	1008	BNBX	1379	BNBX	40283	BNBX	40427
BNBX	1022	BNBX	1408	BNBX	40284	BNBX	40429
BNBX	1025	BNBX	1422	BNBX	40286	BNBX	40432
BNBX	1031	BNBX	1427	BNBX	40287	BNBX	40437
BNBX	1042	BNBX	1436	BNBX	40293	BNBX	40439
BNBX	1052	BNBX	1439	BNBX	40298	BNBX	40441
BNBX	1059	BNBX	1440	BNBX	40299	BNBX	40447
BNBX	1069	BNBX	1443	BNBX	40302	BNBX	40459
BNBX	1071	BNBX	40132	BNBX	40308	BNBX	40464
BNBX	1107	BNBX	40141	BNBX	40318	BNBX	40493
BNBX	1121	BNBX	40143	BNBX	40320	BNBX	40495
BNBX	1122	BNBX	40148	BNBX	40322	BNBX	40506
BNBX	1142	BNBX	40155	BNBX	40327	BNBX	40521
BNBX	1155	BNBX	40167	BNBX	40329	BNBX	40524
BNBX	1156	BNBX	40186	BNBX	40333	BNBX	40527
BNBX	1160	BNBX	40196	BNBX	40335	BNBX	40530
BNBX	1183	BNBX	40199	BNBX	40337	BNBX	40539
BNBX	1189	BNBX	40204	BNBX	40342	BNBX	40543
BNBX	1194	BNBX	40206	BNBX	40347	BNBX	40545
BNBX	1211	BNBX	40228	BNBX	40356	BNBX	40546
BNBX	1212	BNBX	40229	BNBX	40364	BNBX	40560
BNBX	1213	BNBX	40236	BNBX	40370	BNBX	40563
BNBX	1218	BNBX	40238	BNBX	40371	BNBX	40567
BNBX	1219	BNBX	40243	BNBX	40372	BNBX	40573
BNBX	1248	BNBX	40248	BNBX	40373	BNBX	40575
BNBX	1269	BNBX	40249	BNBX	40378	BNBX	40580
BNBX	1281	BNBX	40253	BNBX	40387	BNBX	40584
BNBX	1288	BNBX	40256	BNBX	40389	BNBX	40590
BNBX	1293	BNBX	40257	BNBX	40392	BNBX	40591
BNBX	1304	BNBX	40263	BNBX	40396	BNBX	40592
BNBX	1340	BNBX	40264	BNBX	40399	BNBX	503494
BNBX	1342	BNBX	40266	BNBX	40400	BNBX	503516
BNBX	1343	BNBX	40278	BNBX	40404	BNBX	503524
BNBX	1356	BNBX	40279	BNBX	40406	BNBX	503543
BNBX	1366	BNBX	40282	BNBX	40410	BNBX	503545
				BNBX	40413	141 Cars Total	

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: August 3, 2015

Edward M. Luria

Edward M. Luria