

OSTER

RECORDATION NO. 21288 FILED

Researching Services

MAR 20 '98

11-02AM

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAR 20 11 02 AM '98

Counter parts - G.P.L.

March 20, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Net Lease Agreement dated 3/12/98 between the following parties:

Lessor: National City Leasing Corporation
101 S. 5th St.
Louisville, Ky 40202

Lessee: Entergy Gulf States, Inc.
10055 Grogans Mill Rd.
The Woodlands, TX 77380

The equipment included in this transaction is as follows:

Equipment: 480, 4480 cf BethGon Coalporter Cars
EGSX 950001-950480

Please record this agreement as a primary document. The filing fee of \$24 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

MEMORANDUM OF
NET LEASE AGREEMENT

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is made as of March 12, 1998 and is intended to evidence that certain Net Lease Agreement dated as of March 12, 1998 ("Lease") between NATIONAL CITY LEASING CORPORATION, a Kentucky corporation ("Lessor"), and ENTERGY GULF STATES, INC., a Texas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under 49 U.S.C. 11310. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representatives as of the day and year first above written.

LESSOR

LESSEE

NATIONAL CITY LEASING CORPORATION

ENTERGY GULF STATES, INC.

By: 

By: 

Print Name: DAVID J. BETHMAN
Its: VICE PRESIDENT

Print Name: Christopher T. Screen
Its: Assistant Secretary

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Four Hundred Eighty (480) newly manufactured aluminum 4480 cubic foot BethGon Coalporter railcars manufactured by Freight Car Services, Inc., a division of Johnstown America Industries, Inc.

Unit Numbers

EGSX 950001 – 950480

STATE OF KENTUCKY)
) S.S.
COUNTY OF JEFFERSON)

On March 16th 1998, before me, DONALD J. ZEILMANN,
personally appeared VICE PRESIDENT of
NATIONAL CITY LEASING CORPORATION,

personally known to be -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged to me that
He/she/they executed the same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Brenda Smith
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF LOUISIANA)
) S.S.
PARISH OF ORLEANS)

On March 13, 1998, before me, Alan H Katz,
personally appeared Christopher T. Screen of ENTERGY GULF STATES, INC.,

personally known to be -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged to me that
He/she/they executed the same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Signature]
SIGNATURE OF THE NOTARY

[Notarial Seal]