

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

May 23, 2006

RECORDATION NO. 26360 FILED
MAY 24 '06 10-25 AM
SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated May 1, 2006, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Entergy Gulf States, Inc.
10055 Grogans Mill Road
Parkwood II, Suite 500
The Woodlands, TX 77380

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

One hundred twenty-six (126) flat-bottom, 4,000 cubic foot, rotary gondola railcars, some flat bottom and some depressed bottom, bearing reporting marks and numbers in the series GBRX 2004 – 2124, non-inclusive; GBRX 91049 – 91110, non-inclusive and GBRX 95116 – 95222, non-inclusive, as more particularly described in the railcar list attached to the Memorandum of Lease.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

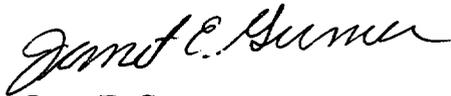
May 23, 2006

Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of May 1, 2006 effective March 1, 2005 between Greenbrier Leasing Company LLC, Lessor, and Entergy Gulf States, Inc., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.



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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

ENTERGY GULF STATES, INC. ("LESSEE")

MAY 1, 2006

SCHEDULE NO. 1

MAY 1, 2006

Memorandum of Schedule No. 1 dated May 1, 2006 to a Lease Agreement made and entered into as of May 1, 2006 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Entergy Gulf States, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred twenty-six (126) flat-bottom, 4,000 cubic foot, rotary gondola railcars, some flat bottom and some depressed bottom, bearing reporting marks and numbers as set forth in the Railcar List attached hereto as Exhibit A.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: Norriss M. Webb

NAME: Norriss M. Webb

TITLE: Executive Vice President

DATE: May 10, 2006

LESSEE:

ENTERGY GULF STATES, INC.

BY: William (Bill) M. Mohl

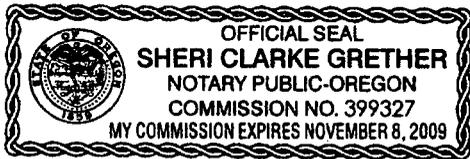
NAME: William (Bill) M. Mohl

TITLE: Vice President-Commercial Operations

DATE: May 8, 2006

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

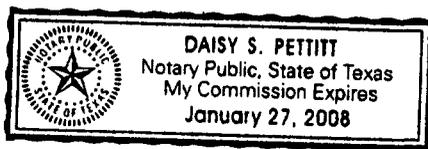
On this 10th day of May, 2006, before me personally appeared Norris M Webb, to me personally known, who being by me duly sworn, says that ~~she~~ is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her or~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11/8/2009

STATE OF Texas)
) ss.
COUNTY OF Montgomery)

On this 8 day of May, 2006, before me personally appeared Bill Mohl, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Energy Gulf States, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Daisy S Pettitt
NOTARY PUBLIC
My commission expires: January 27, 2008

EXHIBIT A

RAILCAR LIST

<u>CAR MARK</u>	<u>CAR NUMBER</u>	<u>CAR MARK</u>	<u>CAR NUMBER</u>	<u>CAR MARK</u>	<u>CAR NUMBER</u>
GBRX	2004	GBRX	2056	GBRX	2109
GBRX	2005	GBRX	2057	GBRX	2110
GBRX	2006	GBRX	2058	GBRX	2111
GBRX	2009	GBRX	2059	GBRX	2113
GBRX	2010	GBRX	2060	GBRX	2114
GBRX	2011	GBRX	2061	GBRX	2118
GBRX	2012	GBRX	2062	GBRX	2119
GBRX	2013	GBRX	2063	GBRX	2120
GBRX	2014	GBRX	2064	GBRX	2121
GBRX	2015	GBRX	2065	GBRX	2122
GBRX	2016	GBRX	2066	GBRX	2123
GBRX	2017	GBRX	2067	GBRX	2124
GBRX	2018	GBRX	2068	GBRX	91049
GBRX	2019	GBRX	2069	GBRX	91089
GBRX	2021	GBRX	2070	GBRX	91091
GBRX	2022	GBRX	2074	GBRX	91101
GBRX	2023	GBRX	2076	GBRX	91110
GBRX	2024	GBRX	2078	GBRX	95116
GBRX	2026	GBRX	2079	GBRX	95133
GBRX	2027	GBRX	2080	GBRX	95142
GBRX	2028	GBRX	2081	GBRX	95146
GBRX	2029	GBRX	2082	GBRX	95147
GBRX	2033	GBRX	2083	GBRX	95149
GBRX	2034	GBRX	2085	GBRX	95165
GBRX	2035	GBRX	2086	GBRX	95169
GBRX	2036	GBRX	2087	GBRX	95172
GBRX	2037	GBRX	2088	GBRX	95174
GBRX	2038	GBRX	2089	GBRX	95175
GBRX	2039	GBRX	2090	GBRX	95178
GBRX	2040	GBRX	2093	GBRX	95180
GBRX	2041	GBRX	2094	GBRX	95182
GBRX	2042	GBRX	2095	GBRX	95183
GBRX	2044	GBRX	2096	GBRX	95191
GBRX	2045	GBRX	2098	GBRX	95193
GBRX	2046	GBRX	2099	GBRX	95197
GBRX	2047	GBRX	2100	GBRX	95200
GBRX	2048	GBRX	2101	GBRX	95202
GBRX	2051	GBRX	2102	GBRX	95208
GBRX	2052	GBRX	2104	GBRX	95211
GBRX	2053	GBRX	2105	GBRX	95216
GBRX	2054	GBRX	2106	GBRX	95219
GBRX	2055	GBRX	2108	GBRX	95222
				Total	126 Cars