

RECORDATION NO 28267 FILED

JAN 04 '10

1:15 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

January 4, 2010

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 Master Net Railcar Lease (Schedule 2), dated as of January 4, 2010, 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:	RBS Asset Finance, Inc. 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Lessee:	Entergy Arkansas, Inc. 639 Loyola Avenue New Orleans, LA 70113

Anne K. Quinlan, Esquire
January 4, 2010
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A description of the railroad equipment covered by the enclosed document is

648 railcars: ETRX 851001 and ETRX 851113 and within the series ETRX 750378 - ETRX 750959 as more particularly set forth in the attachment to the document.

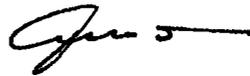
A short summary of the document to appear in the index is:

Memorandum of Master Net Railcar Lease (Schedule 2).

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER NET RAILCAR LEASE

THIS MEMORANDUM OF MASTER NET RAILCAR LEASE dated as of this 4th day of January, 2010, is made by **RBS ASSET FINANCE, INC.**, a New York corporation, with an address at 71 S. Wacker Drive, Chicago, IL 60606 ("Lessor"), and **ENTERGY ARKANSAS, INC.**, an Arkansas corporation, with an address at 639 Loyola Avenue, New Orleans, LA 70113 ("Lessee" and, together with Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

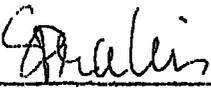
WHEREAS, the Lessor and Lessee entered into that certain Master Net Railcar Lease dated as of January 4th, 2010, together with (and only to the extent of) Schedule No. 2 (together, the "Lease"), covering the equipment listed on Exhibit A hereto (the "Equipment").

WHEREAS, the parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and a description of the Equipment, 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 Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

RBS ASSET FINANCE, INC.

By: 
Name: **Soula Perakis**
Title: **Assistant Vice President**

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ENTERGY ARKANSAS, INC.

By: _____
Name
Title.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct

RBS ASSET FINANCE, INC.

By _____
Name
Title

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ENTERGY ARKANSAS, INC.

By Steven C. McNeal
Name Steven C. McNeal
Title Vice President and Treasurer

EXHIBIT A
TO THE MEMORANDUM OF MASTER NET RAILCAR LEASE
DATED AS OF JANUARY 4, 2010

EQUIPMENT

<u>Car Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	750378	750380
ETRX	750382	750407
ETRX	750409	750437
ETRX	750439	750441
ETRX	750443	750457
ETRX	750460	750473
ETRX	750475	750488
ETRX	750490	750498
ETRX	750500	750502
ETRX	750504	750520
ETRX	750522	750523
ETRX	750526	750535
ETRX	750537	750538
ETRX	750540	750553
ETRX	750555	750575
ETRX	750577	750624
ETRX	750632	750658
ETRX	750660	750662
ETRX	750665	750665
ETRX	750667	750667
ETRX	750669	750676
ETRX	750678	750689
ETRX	750691	750700
ETRX	750702	750708
ETRX	750710	750731
ETRX	750733	750755
ETRX	750757	750768
ETRX	750770	750830
ETRX	750832	750860
ETRX	750862	750868
ETRX	750870	750872
ETRX	750875	750880
ETRX	750882	750907
ETRX	750909	750915
ETRX	750917	750921
ETRX	750923	750952
ETRX	750954	750954
ETRX	750956	750959
ETRX	851001	851113