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SURFACE TRANSPORTATION BOARD

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

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 4), 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 <sup>th</sup> Floor Chicago, IL 60606
Lessee:	Entergy Arkansas, Inc. 639 Loyola Avenue New Orleans, LA 70113

Anne K. Quinlan, Esquire  
January 4, 2010  
Page 2

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

587 railcars within the series ETRX 850277 - ETRX 851166 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 4).

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 4<sup>th</sup> 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 4<sup>th</sup>, 2010, together with (and only to the extent of) Schedule No. 4 (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.

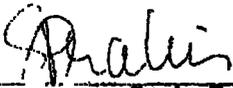
**EXHIBIT A**  
**TO THE MEMORANDUM OF MASTER NET RAILCAR LEASE**  
**DATED AS OF JANUARY 4, 2010**

**EQUIPMENT**

<u>Car Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	850277	850284
ETRX	850286	850325
ETRX	850327	850335
ETRX	850337	850381
ETRX	850383	850387
ETRX	850389	850434
ETRX	850436	850439
ETRX	850441	850448
ETRX	850451	850491
ETRX	850493	850496
ETRX	850499	850500
ETRX	850502	850504
ETRX	850506	850522
ETRX	850524	850529
ETRX	850531	850554
ETRX	850556	850581
ETRX	850583	850608
ETRX	850610	850622
ETRX	850624	850624
ETRX	850627	850652
ETRX	850654	850655
ETRX	850657	850667
ETRX	850669	850696
ETRX	850698	850728
ETRX	850730	850731
ETRX	850733	850733
ETRX	850735	850736
ETRX	850738	850785
ETRX	850787	850791
ETRX	850793	850794
ETRX	850796	850810
ETRX	850812	850821
ETRX	850823	850828
ETRX	850830	850831
ETRX	850833	850844
ETRX	850847	850849
ETRX	851114	851166

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:

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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

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 1/4/2010



\_\_\_\_\_  
Robert W. Alvord