

RECORDATION NO 28266 FILED

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SURFACE TRANSPORTATION BOARD

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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 1), 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, 28th Floor
Chicago, IL 60606

Lessee: Entergy Arkansas, Inc.
639 Loyola Avenue
New Orleans, LA 70113

Section Chief
January 4, 2010
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A description of the railroad equipment covered by the enclosed document is:

582 railcars within the series ETRX 750001 - ETRX 750377 and ETRX 850001 - ETRX 851217 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 1).

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 **ENERGY 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:

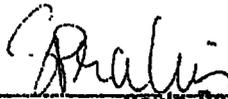
WHEREAS, the Lessor and Lessee entered into that certain Master Net Railcar Lease dated as of January 4, 2010, together with (and only to the extent of) Schedule No 1 (together, the "Lease"), covering the equipment listed on Exhibit A hereto (the "Equipment").

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 14, 2010

EQUIPMENT

<u>Car Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	750001	750039
ETRX	750041	750061
ETRX	750063	750078
ETRX	750080	750088
ETRX	750091	750095
ETRX	750097	750098
ETRX	750100	750119
ETRX	750121	750126
ETRX	750128	750173
ETRX	750177	750231
ETRX	750233	750244
ETRX	750246	750252
ETRX	750254	750256
ETRX	750258	750300
ETRX	750302	750310
ETRX	750312	750326
ETRX	750328	750377
ETRX	850001	850004
ETRX	850006	850007
ETRX	850010	850044
ETRX	850046	850058
ETRX	850060	850062
ETRX	850064	850066
ETRX	850068	850074
ETRX	850076	850076
ETRX	850078	850118
ETRX	850120	850131
ETRX	850133	850144
ETRX	850146	850170
ETRX	850172	850172
ETRX	850174	850178
ETRX	850180	850189
ETRX	851168	851217