

RECORDATION NO. 28268-A FILED

FEB 02 '10 -11 30 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

February 2, 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 Lease Assignment, dated as of January 4, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Net Railcar Lease (Schedule 3) previously filed with the Board under Recordation Number 28268.

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

Assignor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Assignee: NorLease, Inc
50 South La Salle Street
Chicago, IL 60675

Section Chief
February 2, 2010
Page 2

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

587 railcars within the series ETRX 750960 - ETRX 751440 and ETRX 850191 - ETRX 851273 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 Lease Assignment.

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,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord'. The signature is stylized with a large initial 'R' and a long horizontal stroke.

Robert W Alvord

RWA/sem
Enclosures

FEB 02 '10 -11 30 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of January 4 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Norlease, Inc. a DELAWARE corporation ("Assignee").

Pursuant to that certain Master Net Railcar Lease, dated as of January 4, 2010 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Entergy Arkansas, Inc., an Arkansas corporation ("Lessee"), Assignor and Lessee have entered into that certain Schedule No. 3 (as amended, supplemented or otherwise modified from time to time, the "Schedule"), which Schedule incorporates all of the terms and conditions of the Master Lease. The Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

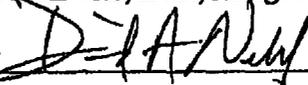
RBS ASSET FINANCE, INC., Assignor

By 

Name: Soula Perakis

Title. Assistant Vice President

NORLEASE, INC., Assignee

By 

Name DAVID A. NEHF
VICE PRESIDENT

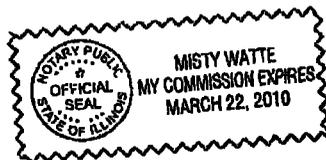
Title _____

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 1st day of February, 2010.

Misty Watte
Notary Public



State of IL)
County of COOK) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Norlease, Inc., a ~~Delaware~~ corporation (the "Corporation"), by DAVID A. NEHE, its VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, IL, this 1ST day of February, 2010.



Kimberlei Jamieson
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

<u>Car</u> <u>Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	750960	750970
ETRX	750972	750978
ETRX	750980	750991
ETRX	750993	751008
ETRX	751010	751045
ETRX	751047	751075
ETRX	751077	751080
ETRX	751082	751103
ETRX	751106	751111
ETRX	751113	751118
ETRX	751120	751123
ETRX	751125	751134
ETRX	751136	751147
ETRX	751149	751196
ETRX	751198	751206
ETRX	751207	751207
ETRX	751209	751218
ETRX	751220	751224
ETRX	751226	751237
ETRX	751241	751267
ETRX	751269	751308
ETRX	751310	751320
ETRX	751322	751333
ETRX	751335	751343
ETRX	751345	751349
ETRX	751351	751368
ETRX	751370	751384
ETRX	751386	751390
ETRX	751392	751413
ETRX	751416	751437
ETRX	751439	751440
ETRX	850191	850274
ETRX	850276	850276
ETRX	851219	851267
ETRX	851269	851269
ETRX	851271	851273

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

2/2/10



Robert W Alvord