

RECORDATION NO. 28269-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 4) previously filed with the Board under Recordation Number 28269.

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

Assignor:	RBS Asset Finance, Inc. 71 S Wacker Drive, 28 th Floor Chicago, IL 60606
Assignee:	The Fifth Third Leasing Company 38 Fountain Square Plaza Cincinnati, OH 45263

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 850277 - ETRX 851166 as more particularly set forth in the attachment to the document

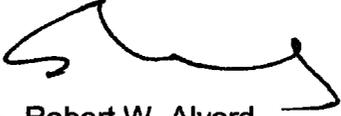
A short summary of the document to appear in the index is:

Memorandum of 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,



Robert W. Alvord

RWA/sem
Enclosures

FEB 02 '10 -11 30 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

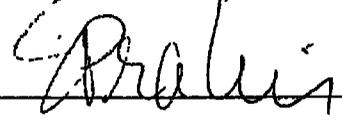
This Memorandum of Lease Assignment, dated as of January 4, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and The Fifth Third Leasing Company a OHIO corporation ("Assignee").

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. 4 (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

**THE FIFTH THIRD LEASING COMPANY
Assignee**

By 

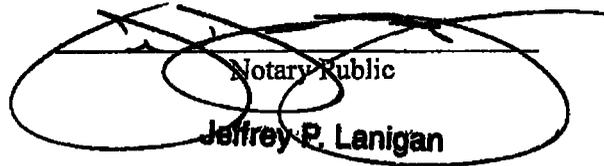
Name EDWARD McELVEEN

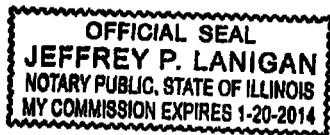
Title Vice President

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.


Notary Public
Jeffrey P. Lanigan



State of Ohio)
) ss:
County of Hamilton)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Fifth Third Leasing Company, an Ohio corporation (the "Corporation"), by Edward McElveen, 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 Cincinnati, Ohio, this 2nd day of February, 2010.



Paula D. McQueen Paula D. McQueen
Notary Public, State of Ohio Notary Public
My Commission Expires 10-13-2013

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

<u>Car</u> <u>Mark</u>	<u>Car Numbers</u>	
	<u>From</u>	<u>To</u>
ETRX	850277	850284
ETRX	850286	850325
ETRX	850327	850336
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

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