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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

July 1, 2014

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 Termination of Lease, dated as of June 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 28269 and 28269-A.

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

Lessor: Fifth Third Equipment Finance Company (f/k/a  
The Fifth Third Leasing Company)  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

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

Section Chief  
July 1, 2014  
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A description of the railroad equipment covered by the enclosed document is:

All railcars covered by the documents previously filed with the Board under Recordation Number 28269 and 28269-A are TERMINATED.

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

Termination of Lease.

Also enclosed is a check in the amount of \$44.00 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 'E. Luria', with a stylized flourish at the end.

✓ Edward M. Luria

EML/sem  
Enclosures

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of June 30<sup>th</sup>, 2014, by FIFTH THIRD EQUIPMENT FINANCE COMPANY (f/k/a The Fifth Third Leasing Company) ("Lessor"), as lessor, and ENTERGY ARKANSAS, INC. ("Lessee"). as lessee.

WITNESSETH

WHEREAS, RBS Asset Finance, Inc. ("RBS") and Lessee are parties to that certain Memorandum of Master Net Railcar Lease dated as of January 4, 2010 (the "Lease"), which has been recorded with the Surface Transportation Board (the "STB") on January 4, 2010, under Recordation Number 28269. The Lease was assigned by RBS to Lessor as evidenced by that certain Memorandum of Lease Assignment dated January 4, 2010, which has been recorded with the STB on February 2, 2010, under Recordation Number 28269-A.

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged.

NOW, THEREFORE, for good and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and recognizing the need to officially terminate the Lease of the Cars (as such term is defined in the Lease) in the files of the STB, Lessor and Lessee hereby terminate and cancel the Lease of the Cars as of the date herein first written above, provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Termination of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Lease.

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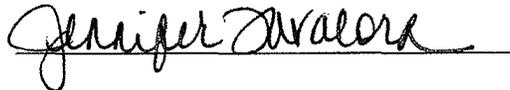
LESSEE:

ENTERGY ARKANSAS, INC.

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

STATE OF LOUISIANA            )  
  ) SS.  
PARISH OF ORLEANS            )

On this 30th day of June, 2014, before me, the undersigned Notary Public, personally appeared Steven C. McNeal, personally known to me to be the person who executed the within instrument as Vice President and Treasurer on behalf of ENTERGY ARKANSAS, INC., the corporation therein named, and acknowledged to me that the corporation executed it.



Notary Public  
Name: Jennifer B. Favalora  
Notary ID Number 57639  
My commission expires: at my death

[LESSEE EXECUTION PAGE OF TERMINATION OF LEASE]

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/1/14

Edward M Luria  
Edward M. Luria