

RECORDATION NO. 27245-^B FILED

JUL 20 '09 -8 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

July 20, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, effective December 31, 2007, 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 27245.

The name and address of the party to the enclosed document are:

Surviving
Corporation/
Lessee: Entergy Gulf States Louisiana, L.L.C.
(successor by merger to Entergy Gulf States
Louisiana, Inc., f/k/a Entergy Gulf States, Inc.)
639 Loyola Avenue
New Orleans, LA 70113

[Lessor: BBRX Five LLC
885 Second Avenue 49th Floor
New York, NY 10017]

Anne K. Quinlan, Esquire
July 20, 2009
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A description of the railroad equipment covered by the enclosed document is:

240 railcars within the series BNBX 120110 - BNBX 120374 as more particularly set forth in the attachment to the document.

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

Notice.

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', with a stylized flourish at the end.

✓ Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27245-B FILED

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ENTERGY GULF STATES LOUISIANA, L.L.C.
639 Loyola Avenue
New Orleans, LA 70113

SURFACE TRANSPORTATION BOARD

June 23RD, 2009

Aine K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
385 E Street, S.W.
Washington, DC 20423-0001

Re: Entergy Gulf States, Inc.

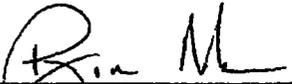
Dear Ms. Quinlan:

Notice is hereby given that, effective December 31, 2007, Entergy Gulf States, Inc. changed its name to Entergy Gulf States Louisiana, Inc. and was then merged into ENTERGY GULF STATES LOUISIANA, L.L.C., a Louisiana limited liability company.

Following the aforesaid merger, ENTERGY GULF STATES LOUISIANA, L.L.C., as the surviving corporation, continues as the obligor/lessee under the lease filed in Recordation Numbers 27245 and 27245-A. The railroad equipment subject to said lease is identified in the exhibit attached hereto.

Very truly yours,

ENTERGY GULF STATES LOUISIANA, L.L.C.

By: 

Name: BILL MOHR
Title: VP SDC

Consent:

BBRX FIVE LLC
(assignee of Babcock & Brown Rail Funding LLC)

By: 

Name: GEORGE STONE
Title: VICE PRESIDENT

1700v1

HK doc

STATE OF Texas)

) SS:

COUNTY OF Montgomery)

On June 23, 2009 before me, Rachel D Hill, Notary Public, personally appeared Bill Mohr, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Rachel D. Hill



STATE OF New York)
) SS:

COUNTY OF New York)

On 7/15, 2009, before me, Indra Bedasie, Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

EXHIBIT A

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>
Two Hundred Forty Two (242)	4520 CF Aluminum body BethGon II Coal Porter railcars, 286,000 lbs. GRL, AAR Car Type Code J311, built in 2006 by FreightCar America, Inc.	BNBX 120110-120126, inclusive; 120128-120132, inclusive; 120135- 120239, inclusive; 120241-120265, inclusive; 120267, 120268, 120279- 120283, inclusive; 120287-120292, inclusive; 120294-120313, inclusive; 120315-120327, inclusive; 120331- 120374, inclusive.

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:

7/20/09



Robert W. Alvord