

RECORDATION NO. 24254-F FILED

JAN 04 '10

1:15 PM

SURFACE TRANSPORTATION BOARD

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

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

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 Termination of Lease, 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 Lease Agreement previously filed under Recordation Number 24254.

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

Lessor:	General Electric Capital Corporation for itself and as Agent for Certain Participants 401 Merritt Seven, Suite 23 Norwalk, CT 06851-1177
Lessee:	Entergy Arkansas, Inc. 10055 Grogans Mill Road, Suite 300 The Woodlands, TX 77380

Section Chief
January 4, 2010
Page 2

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

2,413 gondola railcars within the series ETRX 750001 - 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:

Termination of Lease.

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

JAN 04 '10

1-15 PM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of January 4, 2010, by GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS ("GE Capital"), as lessor, and ENTERGY ARKANSAS, INC. ("Entergy"), as lessee.

WITNESSETH:

WHEREAS, GE Capital and Entergy are parties to that certain Memorandum of Lease Agreement dated as of December 23, 2002 (the "Lease"), which has been recorded with the Surface Transportation Board (the "STB") on December 23, 2002, under Recordation Number 24254; and

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

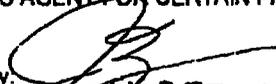
NOW, THEREFORE, for good and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and recognizing the need to officially terminate the Lease of the Equipment (as such term is defined in the Lease) in the files of the STB, GE Capital and Entergy hereby terminate and cancel the Lease of the Equipment 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.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

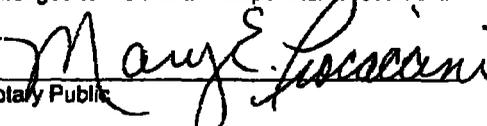
GENERAL ELECTRIC CAPITAL
CORPORATION, FOR ITSELF AND
AS AGENT FOR CERTAIN PARTICIPANTS

By: 
Name: John P. Tracey
Title: Duly Authorized Signatory

STATE OF CONNECTICUT)

) ss.
COUNTY OF Fairfield }
On this 4th day of January, 2010

appeared John Tracey personally known to me to be the person who executed the within instrument as Duly Authorized Signatory on behalf of General Electric Capital Corporation, the corporation therein named, and acknowledged to me that the corporation executed it.

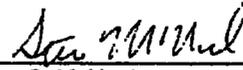

Notary Public

My Commission expires: 04/30/2010

MARY E. PROCACCINI
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2010

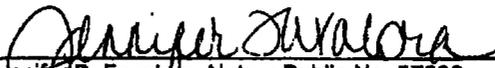
TERMINATION OF LEASE

ENTERGY ARKANSAS, INC.

By: 
Steven C. McNeal
Vice President and Treasurer

STATE OF LOUISIANA)
) ss.
PARISH OF ORLEANS)

On this 4th day of January, 2010, 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.


Jennifer B. Favaldra, Notary Public No. 57639
State of Louisiana

My Commission expires at my death.

**SCHEDULE
TO TERMINATION OF LEASE**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

2,143 aluminum-sided rotary dump gondola railcars, each with a 4,480 cubic foot capacity (level), manufactured by Johnstown America Corporation and delivered in 1995.

	<u>Road Number</u>	<u>Number of Units</u>	<u>Road Number</u>	<u>Number of Units</u>
ETRX	750001 - 750039	39	750041 - 750061	21
	750063 - 750078	16	750080 - 750088	9
	750091 - 750095	5	750097 - 750098	2
	750100 - 750119	20	750121 - 750126	6
	750128 - 750174	47	750177 - 750231	55
	750233 - 750252	20	750254 - 750300	47
	750302 - 750310	9	750312 - 750326	15
	750328 - 750380	53	750382 - 750407	26
	750409 - 750437	29	750439 - 750441	3
	750443 - 750457	15	750460 - 750473	14
	750475 - 750488	14	750490 - 750498	9
	750500 - 750520	21	750522 - 750523	2
	750526 - 750535	10	750537 - 750538	2
	750540 - 750553	14	750555 - 750575	21
	750577 - 750624	48	750632 - 750658	27
	750660 - 750662	3	750665	1
	750667	1	750669 - 750676	8
	750678 - 750689	12	750691 - 750700	10
	750702 - 750708	7	750710 - 750731	22
	750733 750755	23	750757 - 750768	12
	750770 - 750830	61	750832 - 750860	29
	750862 - 750868	7	750870 - 750872	3
	750875 - 750880	6	751882 - 750907	26
	750909 - 750915	7	750917 - 750921	5
	750923 - 750952	30	750954	1
	750956 - 750970	15	750972 - 750978	7
	750980 - 750991	12	750993 - 751008	16
	751010 - 751045	36	751047 - 751075	29
	751077 - 751080	4	751082 751103	22
	751105 - 751111	7	751113 - 751118	6
	751120 - 751123	4	751125 - 751134	10
	751136 - 751147	12	751149 - 751196	48
	751198 - 751205	8	751207	1
	751209 - 751218	10	751220 - 751224	5
	751226 - 751237	12	751241 - 751267	27
	751269 - 751308	40	751310 - 751320	11
	751322 - 751333	12	751335 - 751343	9

751345 - 751368	24	751370 - 751384	15
751386 - 751390	5	751392 - 751413	22
751415 - 751437	23	751439 - 751440	2
Subtotal ETRX 750	1,347		

	<u>Road Number</u>	<u>Number of Units</u>	<u>Road Number</u>	<u>Number of Units</u>
ETRX	850001 - 850004	4	850006 - 850007	2
	850010 - 850044	35	850046 - 850058	13
	850060 - 850062	3	850064 - 850066	3
	850068 - 850074	7	850076	1
	850078 - 850118	41	850120 - 850131	12
	850133 - 850144	12	850146 - 850170	25
	850172	1	850174 - 850178	5
	850180 - 850189	10	850191 - 850274	84
	850276 - 850284	9	850286 - 850325	40
	850327 - 850335	9	850337 - 850381	45
	850383 - 850387	5	850389 - 850434	46
	850436 - 850439	4	850441 - 850448	8
	850451 - 850491	41	850493 - 850496	4
	850498 - 850500	3	850502 - 850504	3
	850506 - 850522	17	850524 - 850554	31
	850556 - 850581	26	850583 - 850608	26
	850610 - 850622	13	850624	1
	850627 - 850652	26	850654 - 850655	2
	850657 - 850667	11	850669 - 850696	28
	850698 - 850728	31	850730 - 850731	2
	850733	1	850735 - 850736	2
	850738 - 850785	48	850787 - 850791	5
	850793 - 850794	2	850796 - 850810	15
	850812 - 850821	10	850823 - 850828	6
	850830 - 850844	15	850847 - 850849	3
	Subtotal ETRX 850	796		

270 aluminum-sided rotary dump gondola rail cars, each with a 4,520 cubic foot capacity (level), manufactured by Johnstown America Corporation and delivered in 2002.

	<u>Road Number</u>	<u>Number of Units</u>	<u>Road Number</u>	<u>Number of Units</u>
ETRX	851001 - 851217	217	851219 - 851267	49
	851269	1	851271 - 851273	3
	Total ETRX 851	270		

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:

1/4/2010



Robert W. Alvord