

**Exhibit E3: GSU Right of Way Instrument
Rights of Way and Easements
Industrial Park East**

STATE OF LOUISIANA

PARISH OF CALCASIEU

Line/Project Identification:

WR63778

CAL 10-8-1

**RIGHT-OF-WAY INSTRUMENT
ENTERGY GULF STATES, INC. (LOUISIANA)**

KNOW ALL MEN BY THESE PRESENTS THAT: LAKE CHARLES HARBOR AND TERMINAL DISTRICT, herein represented by GLENWOOD W. WISEMAN, Executive Director, Grantor(s), acting individually, and for, and on behalf of, my/our heirs, successors, assigns and any other person claiming the ownership to the property hereinafter described, collectively "Grantor", for and in consideration of One Dollar, in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, assign, convey unto and warrant and defend Entergy Gulf States, Inc., and its successors and assigns, collectively "Grantee", a right-of-way, servitude and easement 20 feet in width for the location, construction, reconstruction, improvements, repairs, operation, inspection, patrol, replacement and maintenance of electric power and communication facilities, or the removal thereof, now or in the future, including, but not necessarily limited to, poles, cross arms, insulators, wires, cables, conduits, hardware, transformers, switches, guy wires, anchors and other equipment, structures, material and appurtenances, now or hereafter used, useful or desired in connection therewith by Grantee over, across, under or on that land of Grantor in the Parish of Calcasieu, State of Louisiana described as follows, to-wit:

Commencing at the Northeast corner of Section 1, T10S, R8W; thence South 3544.3 feet along Section line to the Southwest corner of Section 31, T9S, R7W; thence continuing South along the East line of Section 1 and 12, T10S, R8W, 3241.9 feet; thence West 1946.6 feet to the East right of way line of Southern Pacific Railroad; thence N29°46'W, 1584.1 feet along the East right of way line of Southern Pacific Railroad to the North-South centerline of Section 1 and 12, T10S, R8W; thence North along said centerline, 5413.1 feet to the North line of Section 1, thence East 2720.7 feet to the point of commencement, subject to Parcel 14-1 Widening of Hwy. 397. Less 450 feet by 100 feet to Tri-State Oil Tool Industry, Inc. in the Northwest corner. Less 11.01 acres to Texas Eastern Transmission Corporation, together with the right of ingress and egress to and from said right-of-way across the adjoining land of the Grantor and the right to attach wires and cables of any other party to Grantee's facilities.

Unless otherwise herein specifically provided, the center line of the electric power and communication lines initially constructed on this right-of-way shall be the center line of said right-of-way and described as: Entering the above described tract at a point on the North line, same being the South right of way line of Swift Plant Road, 90 feet West of the Centerline of James Sudduth Parkway; thence Southeasterly to an angle point located 51.5 feet West of and 30 feet South of the intersection of the centerline of James Sudduth Parkway with the South right of way line of Swift Plant Road; thence South, being 51.5 feet West of and parallel with the said centerline of James Sudduth Parkway, 2950 feet, more or less to an angle point; thence Southwesterly 40 feet to an angle point located 1.5 feet, North of and 30 feet West of the Southeast corner of the tract leased to Polycom-Huntsman; thence Westerly being 1.5 feet North of and parallel to the South line of Polycom-Huntsman tract 310 feet, more or less, to and including an anchor location.

Grantee shall have the full and continuing right to clear and keep clear vegetation within or growing into said right-of-way and the further right to remove or modify from time to time trees, limbs, and/or vegetation outside the said right of way which the Grantee considers a hazard to any of its electric power or communications facilities or a hazard to the rendering of adequate and dependable service to Grantor or any of Grantee's customers, by use of a variety of methods used in the vegetation management industry.

Grantor shall not construct or permit the construction of any structure, obstruction or other hazard within the said right-of-way, including but not limited to, house, barn, garage, shed, pond, pool or well, excepting only Grantor's fence(s) and Grantee's facilities. Grantor shall not construct or permit the construction of any buildings or other structures on land adjoining said right-of-way in violation of the minimum clearances from the lines and facilities of Grantee, as provided in the National Electrical Safety Code.

IN WITNESS WHEREOF, Grantor has executed this Right-of-Way Instrument on this 23rd day of September, 1996.

WITNESSES:

Evan L. Frank
Cheryl Arnold

GRANTOR:

LAKE CHARLES HARBOR and TERMINAL DISTRICT

BY: Glenwood W. Wiseman

GLENWOOD W. WISEMAN
Executive Director

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF CALCASIEU

BEFORE ME, the undersigned notary, personally came and appeared ENA L. FRANKS, who being first sworn, did depose and say that he/she signed the foregoing instrument as a witness in the presence of Grantor, and another subscribing witness, all of whom signed in my presence, each signing in the presence of all the others, and that all of said signatures thereto are genuine and correct.

Ena L. Franks
Appearing Witness

Sworn to and subscribed before me this 23rd day of September, 19 96.

Shirley S. Maxwell
Notary Public

CALCASIEU PARISH PUBLIC WORKS SITE

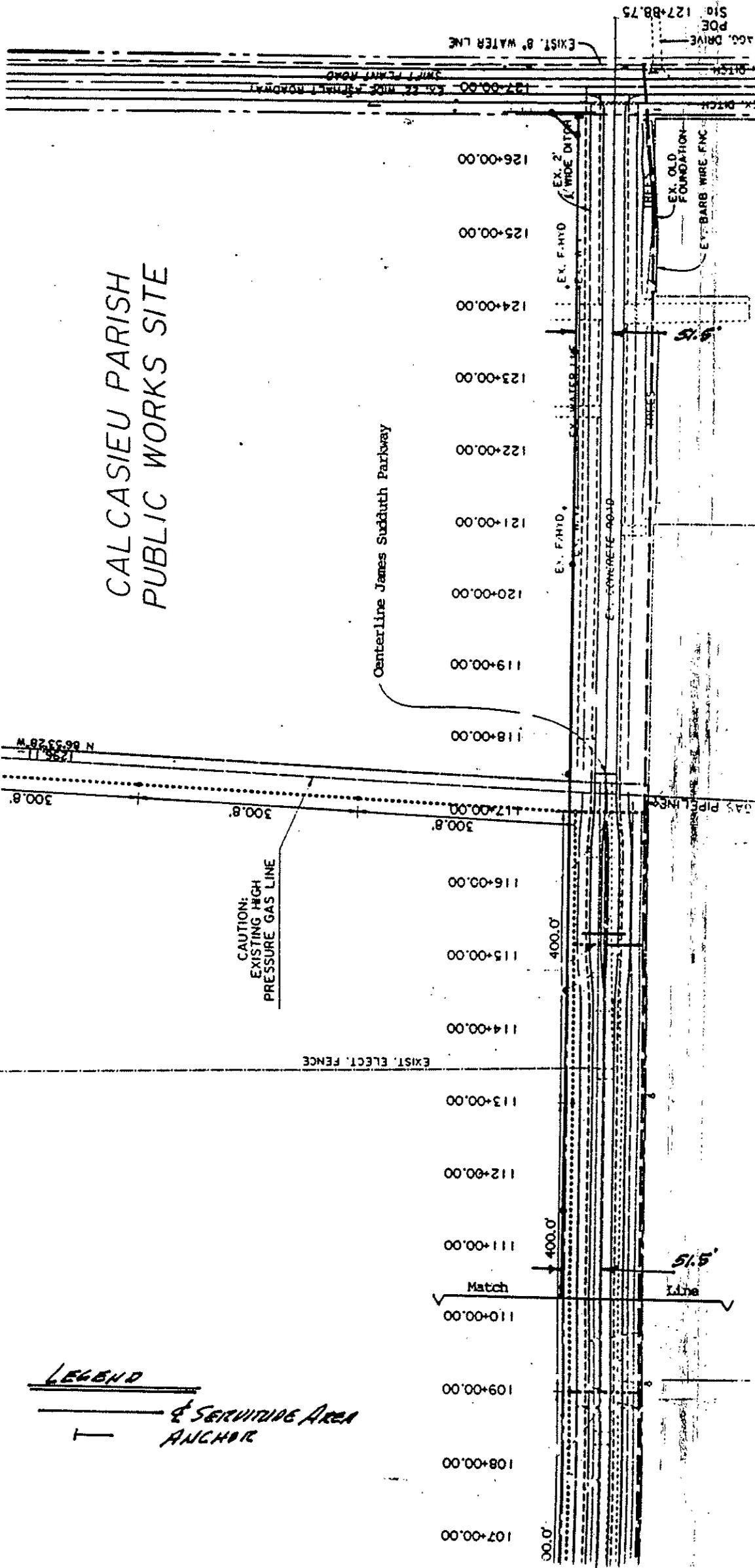


Exhibit "A"

LEGEND
 — SERVICE AREA
 T ANCHOR

ACC. DRIVE
 POE 127+88.75
 EXIST. 8" WATER LINE

CAUTION:
 EXISTING HIGH
 PRESSURE GAS LINE

EXIST. ELECT. FENCE

Match

51.5'
 Line

107+00.00

108+00.00

109+00.00

110+00.00

111+00.00

112+00.00

113+00.00

114+00.00

115+00.00

116+00.00

117+00.00

118+00.00

119+00.00

120+00.00

121+00.00

122+00.00

123+00.00

124+00.00

125+00.00

126+00.00

127+00.00

128+00.00

129+00.00

130+00.00

CAUTION
EXISTING
PRESSURE

EXIST. ELECT. FENCE

115+00.00
114+00.00
113+00.00
112+00.00
111+00.00
Match
110+00.00
109+00.00
108+00.00
107+00.00
106+00.00
105+00.00
104+00.00
103+00.00
102+00.00
101+00.00
100+00.00
99+00.00
98+00.00
97+00.00
96+00.00



Exhibit "A"



Exhibit "B"

POLYCOM-HUNTSMAN

61.1802
2061.79
N 89°20'40"W

1.8'

51.5'

LEGEND

— SERVICED AREA
— ANCHOR

RIGHT OF WAY SKETCH

Job No. WR63778

August 19, 1996 Wm.B