



RECORDATION NO. 31484 FILED

November 14, 2014 03:51 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC  
100 South Wacker Drive  
Suite 1800  
Chicago, Illinois 60606

Main (312) 803-8880

Fax (312) 803-8890

November 14, 2014

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Net Lease Agreement dated August 6, 2014 between the following parties:

Lessor: Mitsui Rail Capital, LLC  
71 S. Wacker Drive, Suite 1800  
Chicago, IL 60606

Lessee: Georgia Power Company  
241 Ralph McGill Blvd., N.E.  
Atlanta, GA 30308

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

122 Autoflood III railcars: GALX 14116 - GALX 14237, inclusive.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

*/s/ Christine Peterson*

Christine Peterson  
Manager, Contract Administrator  
Paralegal

Enclosure

**MEMORANDUM OF NET LEASE AGREEMENT  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**GEORGIA POWER COMPANY  
("LESSEE")**

**AUGUST 6, 2014**

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This **Memorandum of Net Lease Agreement** is made and entered into as of August 6, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Georgia Power Company, a Georgia corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred twenty-two (122) Aluminum Autoflood III Railcars, bearing marks and numbers as follows:

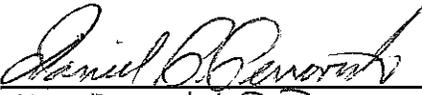
See attached Exhibit 1.

2. The Net Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**LESSOR:**

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: Daniel P. Penovich  
Title: President

**LESSEE:**

GEORGIA POWER COMPANY

By:   
Print Name: Charles S. Rucker  
Title: Field Manager

STATE OF ILLINOIS

COUNTY OF COOK

On this 7<sup>th</sup> day of November, 2014, before me personally appeared Daniel P. Penovich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson  
NOTARY PUBLIC

My commission expires: 7/26/16



STATE OF Georgia

COUNTY OF Gwinnett

On this 20<sup>th</sup> day of September, 2014, before me personally appeared Charles S. Rucker, to me personally known, who being by me duly sworn, says that he is the Fuel Mgr. of Georgia Power Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Joyce H Camp  
NOTARY PUBLIC

My commission expires:

JOYCE H CAMP  
NOTARY PUBLIC, GWINNETT COUNTY, GEORGIA  
MY COMMISSION EXPIRES 2/10/2015



**EXHIBIT 1**  
**CAR MARKS AND NUMBERS**

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	GALX	14116	42	GALX	14157	83	GALX	14198
2	GALX	14117	43	GALX	14158	84	GALX	14199
3	GALX	14118	44	GALX	14159	85	GALX	14200
4	GALX	14119	45	GALX	14160	86	GALX	14201
5	GALX	14120	46	GALX	14161	87	GALX	14202
6	GALX	14121	47	GALX	14162	88	GALX	14203
7	GALX	14122	48	GALX	14163	89	GALX	14204
8	GALX	14123	49	GALX	14164	90	GALX	14205
9	GALX	14124	50	GALX	14165	91	GALX	14206
10	GALX	14125	51	GALX	14166	92	GALX	14207
11	GALX	14126	52	GALX	14167	93	GALX	14208
12	GALX	14127	53	GALX	14168	94	GALX	14209
13	GALX	14128	54	GALX	14169	95	GALX	14210
14	GALX	14129	55	GALX	14170	96	GALX	14211
15	GALX	14130	56	GALX	14171	97	GALX	14212
16	GALX	14131	57	GALX	14172	98	GALX	14213
17	GALX	14132	58	GALX	14173	99	GALX	14214
18	GALX	14133	59	GALX	14174	100	GALX	14215
19	GALX	14134	60	GALX	14175	101	GALX	14216
20	GALX	14135	61	GALX	14176	102	GALX	14217
21	GALX	14136	62	GALX	14177	103	GALX	14218
22	GALX	14137	63	GALX	14178	104	GALX	14219
23	GALX	14138	64	GALX	14179	105	GALX	14220
24	GALX	14139	65	GALX	14180	106	GALX	14221
25	GALX	14140	66	GALX	14181	107	GALX	14222
26	GALX	14141	67	GALX	14182	108	GALX	14223
27	GALX	14142	68	GALX	14183	109	GALX	14224
28	GALX	14143	69	GALX	14184	110	GALX	14225
29	GALX	14144	70	GALX	14185	111	GALX	14226
30	GALX	14145	71	GALX	14186	112	GALX	14227
31	GALX	14146	72	GALX	14187	113	GALX	14228
32	GALX	14147	73	GALX	14188	114	GALX	14229
33	GALX	14148	74	GALX	14189	115	GALX	14230
34	GALX	14149	75	GALX	14190	116	GALX	14231
35	GALX	14150	76	GALX	14191	117	GALX	14232
36	GALX	14151	77	GALX	14192	118	GALX	14233
37	GALX	14152	78	GALX	14193	119	GALX	14234
38	GALX	14153	79	GALX	14194	120	GALX	14235
39	GALX	14154	80	GALX	14195	121	GALX	14236
40	GALX	14155	81	GALX	14196	122	GALX	14237
41	GALX	14156	82	GALX	14197			