



RECORDATION NO. 31319 FILED  
AUGUST 06 , 2014 05:11 PM  
SURFACE TRANSPORTATION BOARD

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

Main (312) 803-8880  
Fax (312) 803-8890

August 6, 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 March 14, 2014 between the following parties:

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

Lessee: Alabama Power Company  
600 North 18<sup>th</sup> Street  
Birmingham, AL 35291

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

100 autoflood coal hoppers: APOX 14381 - APOX 14480 inclusive.

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

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 \$44.00 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 Administration  
Paralegal, Legal Department

Enclosure

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

**AND**

**ALABAMA POWER COMPANY  
("LESSEE")**

**March 14, 2014**

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This Memorandum of Net Lease Agreement is made and entered into as of March 14, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company ("**Lessor**"), and Alabama Power Company, an Alabama corporation ("**Lessee**").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) FreightCar America built Rotary Aluminum Autoflood III Railcars bearing marks and numbers as follows pursuant to a Net Lease Agreement and related Schedule between the parties hereto:

APOX 14381 – APOX 14480 inclusive.

2. The Net Lease Agreement and related Schedule 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 and related Schedule.

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

**LESSOR:**

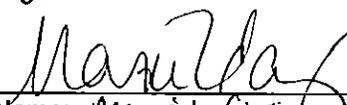
MITSUI RAIL CAPITAL, LLC

By:   
Print Name: John O'Bryan *Tomoyuki Moriyama*  
Title: President *Executive Director*

**LESSEE:**

ALABAMA POWER COMPANY

By: Southern Company Services, Inc.  
Its Agent

By:   
Print Name: Marie L. Craig  
Title: Fuel Manager

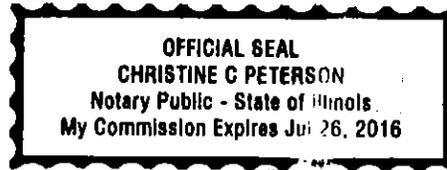
STATE OF ILLINOIS

COUNTY OF COOK

On this 19<sup>th</sup> day of May, 2014, before me personally appeared Tomoyuki Moriyama, to me personally known, who being by me duly sworn, says that he is the Executive Director of Mitsui Rail Capital, LLC, that the foregoing instrument was signed on behalf of said limited liability company, 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 Alabama

COUNTY OF Jefferson

On this 26<sup>th</sup> day of March, 2014, before me personally appeared Marie L. Craig, to me personally known, who being by me duly sworn, says that he is the Fuels Services Mgr. of Southern Company Services, Inc., as agent for Alabama 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.

Carol McCord-Prince  
NOTARY PUBLIC

My commission expires: NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: June 20, 2018  
BONDED THRU NOTARY PUBLIC UNDERWRITERS