



RECORDATION NO 31063 FILED
January 21, 2014 05:29 PM
SURFACE TRANSPORTATION BOARD
Mitsui Rail Capital, LLC
71 South Wacker Drive
Chicago, Illinois 60606

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

January 21, 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 December 3, 2013 between the following parties:

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

Lessee: Duke Energy Indiana, Inc.
1000 East Main Street
Plainfield, IN 46168

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

100 railcars as more particularly set forth in the exhibit attached to the document within the series MBKX 452696 - MBKX 452761.

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

Enclosure

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

AND

**DUKE ENERGY INDIANA, INC.
("LESSEE")**

DECEMBER 3, 2013

This Memorandum of Net Lease Agreement is made and entered into as of December 3, 2013 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Duke Energy Indiana, Inc., an Indiana corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) 2009 FreightCar America built Rotary Aluminum Autoflood III Railcars bearing marks and numbers as follows:

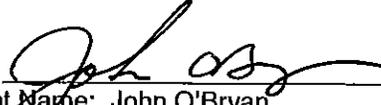
See Exhibit 1 attached hereto.

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.

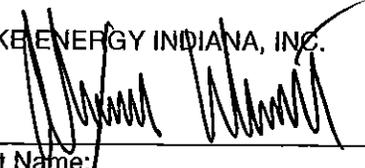
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

DUKE ENERGY INDIANA, INC.

By: 
Print Name: _____
Title: Alexander (Sasha) Weintraub
Vice President - Fuels and Systems Optimization

STATE OF ILLINOIS

COUNTY OF COOK

On this 9th day of December, 2013, before me personally appeared John O'Bryan, 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: July 26, 2016



STATE OF North Carolina

COUNTY OF Mecklenburg

On this 5 day of December, 2013, before me personally appeared Alexander Goshajewitsch, to me personally known, who being by me duly sworn, says that he is the Vice President of Duke Energy Indiana, Inc. 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.

Rita G Kale
NOTARY PUBLIC

My commission expires: 6/17/2017

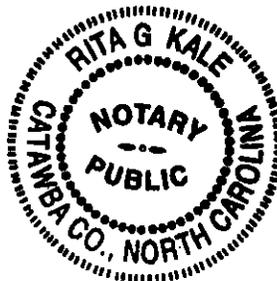


EXHIBIT 1
CAR MARKS AND NUMBERS

1	MBKX 452696	35	MBKX 452800	69	MBKX 452700
2	MBKX 452666	36	MBKX 452693	70	MBKX 452737
3	MBKX 452739	37	MBKX 452662	71	MBKX 452804
4	MBKX 452766	38	MBKX 452753	72	MBKX 452806
5	MBKX 452735	39	MBKX 452654	73	MBKX 452727
6	MBKX 452787	40	MBKX 452785	74	MBKX 452769
7	MBKX 452779	41	MBKX 452841	75	MBKX 452859
8	MBKX 452839	42	MBKX 452673	76	MBKX 452655
9	MBKX 452778	43	MBKX 452792	77	MBKX 452763
10	MBKX 452865	44	MBKX 452789	78	MBKX 452670
11	MBKX 452862	45	MBKX 452752	79	MBKX 452697
12	MBKX 452726	46	MBKX 452657	80	MBKX 452672
13	MBKX 452815	47	MBKX 452677	81	MBKX 452821
14	MBKX 452685	48	MBKX 452860	82	MBKX 452711
15	MBKX 452689	49	MBKX 452845	83	MBKX 452771
16	MBKX 452704	50	MBKX 452797	84	MBKX 452861
17	MBKX 452822	51	MBKX 452746	85	MBKX 452833
18	MBKX 452723	52	MBKX 452853	86	MBKX 452714
19	MBKX 452834	53	MBKX 452885	87	MBKX 452695
20	MBKX 452805	54	MBKX 452708	88	MBKX 452846
21	MBKX 452810	55	MBKX 452802	89	MBKX 452816
22	MBKX 452793	56	MBKX 452884	90	MBKX 452710
23	MBKX 452776	57	MBKX 452795	91	MBKX 452663
24	MBKX 452774	58	MBKX 452653	92	MBKX 452835
25	MBKX 452762	59	MBKX 452790	93	MBKX 452783
26	MBKX 452843	60	MBKX 452886	94	MBKX 452760
27	MBKX 452844	61	MBKX 452755	95	MBKX 452798
28	MBKX 452658	62	MBKX 452857	96	MBKX 452784
29	MBKX 452668	63	MBKX 452676	97	MBKX 452720
30	MBKX 452681	64	MBKX 452868	98	MBKX 452836
31	MBKX 452678	65	MBKX 452764	99	MBKX 452827
32	MBKX 452832	66	MBKX 452749	100	MBKX 452761
33	MBKX 452740	67	MBKX 452728		
34	MBKX 452875	68	MBKX 452701		