



RECORDATION NO. 30970
FILED NOVEMBER 04, 2013 08:00 AM
SURFACE TRANSPORTATION BOARD

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

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

November 1, 2013

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 Full Service Lease Agreement dated December 21, 2012 between the following parties:

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

Lessee: Kincaid Generation, L.L.C.
4 Miles West Kincaid 104
Kincaid, IL 62540

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

360 railcars as more particularly set forth in the exhibit attached to the document.

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 \$42.00 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 FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**KINCAID GENERATION, L.L.C.
("LESSEE")**

DECEMBER 21, 2012

This Memorandum of Full Service Lease Agreement is made and entered into as of December 21, 2012 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Kincaid Generation, L.L.C., a Virginia limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor three hundred sixty (360) Rotary Aluminum Autoflood III Open Top Hopper Railcars bearing marks and numbers as follows:

See Exhibit 1 attached hereto.

2. The 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 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.

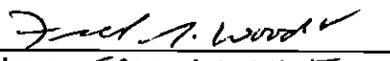
LESSOR:

MITSUI RAIL CAPITAL, LLC

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

LESSEE:

KINCAID GENERATION, L.L.C.

By: 
Print Name: FRED G WOOD III
Title: SVP - Financial Management
GAU 
Jm

STATE OF ILLINOIS

COUNTY OF COOK

On this 17 day of January, 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 Virginia

COUNTY OF Richmond

On this 16th day of January, 2013, before me personally appeared Fred G. Wood, to me personally known, who being by me duly sworn, says that he is the SVP Financial Manager of Kincaid Generation, L.L.C. 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.

Michelle J Howard
NOTARY PUBLIC

My commission expires: February 28, 2013

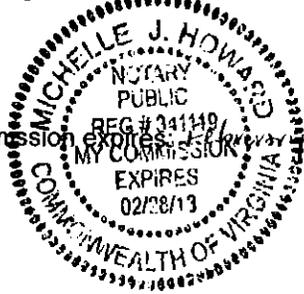


EXHIBIT 1
CAR MARKS AND NUMBERS

<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	MBKX	3001	46	MBKX	3161	91	MBKX	3206
2	MBKX	3004	47	MBKX	3162	92	MBKX	3207
3	MBKX	3005	48	MBKX	3163	93	MBKX	3208
4	MBKX	3006	49	MBKX	3164	94	MBKX	3209
5	MBKX	3013	50	MBKX	3165	95	MBKX	3210
6	MBKX	3014	51	MBKX	3166	96	MBKX	3211
7	MBKX	3015	52	MBKX	3167	97	MBKX	3212
8	MBKX	3016	53	MBKX	3168	98	MBKX	3213
9	MBKX	3017	54	MBKX	3169	99	MBKX	3214
10	MBKX	3083	55	MBKX	3170	100	MBKX	3215
11	MBKX	3111	56	MBKX	3171	101	MBKX	3216
12	MBKX	3121	57	MBKX	3172	102	MBKX	3217
13	MBKX	3122	58	MBKX	3173	103	MBKX	3218
14	MBKX	3123	59	MBKX	3174	104	MBKX	3219
15	MBKX	3124	60	MBKX	3175	105	MBKX	3220
16	MBKX	3125	61	MBKX	3176	106	MBKX	3221
17	MBKX	3126	62	MBKX	3177	107	MBKX	3222
18	MBKX	3127	63	MBKX	3178	108	MBKX	3223
19	MBKX	3128	64	MBKX	3179	109	MBKX	3224
20	MBKX	3129	65	MBKX	3180	110	MBKX	3225
21	MBKX	3130	66	MBKX	3181	111	MBKX	3228
22	MBKX	3131	67	MBKX	3182	112	MBKX	3229
23	MBKX	3132	68	MBKX	3183	113	MBKX	3230
24	MBKX	3133	69	MBKX	3184	114	MBKX	3234
25	MBKX	3134	70	MBKX	3185	115	MBKX	3235
26	MBKX	3135	71	MBKX	3186	116	MBKX	3236
27	MBKX	3136	72	MBKX	3187	117	MBKX	3237
28	MBKX	3137	73	MBKX	3188	118	MBKX	3238
29	MBKX	3138	74	MBKX	3189	119	MBKX	3239
30	MBKX	3139	75	MBKX	3190	120	MBKX	3240
31	MBKX	3140	76	MBKX	3191	121	MBKX	4285
32	MBKX	3141	77	MBKX	3192	122	MBKX	4350
33	MBKX	3142	78	MBKX	3193	123	MBKX	4421
34	MBKX	3143	79	MBKX	3194	124	MBKX	4435
35	MBKX	3144	80	MBKX	3195	125	MBKX	4480
36	MBKX	3145	81	MBKX	3196	126	MBKX	450221
37	MBKX	3146	82	MBKX	3197	127	MBKX	450222
38	MBKX	3148	83	MBKX	3198	128	MBKX	450226
39	MBKX	3149	84	MBKX	3199	129	MBKX	450227
40	MBKX	3150	85	MBKX	3200	130	MBKX	450228
41	MBKX	3151	86	MBKX	3201	131	MBKX	450229
42	MBKX	3152	87	MBKX	3202	132	MBKX	450230
43	MBKX	3153	88	MBKX	3203	133	MBKX	450231
44	MBKX	3155	89	MBKX	3204	134	MBKX	450237
45	MBKX	3160	90	MBKX	3205	135	MBKX	450238

<u>Count</u>	<u>Mark</u>	<u>Number</u>
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142	MBKX	450245
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151	MBKX	450254
152	MBKX	450255
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154	MBKX	450257
155	MBKX	450258
156	MBKX	450259
157	MBKX	450260
158	MBKX	450261
159	MBKX	450262
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161	MBKX	450264
162	MBKX	450265
163	MBKX	450266
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177	MBKX	450280
178	MBKX	450281
179	MBKX	450282
180	MBKX	450283
181	MBKX	450284
182	MBKX	450285
183	MBKX	450286

<u>Count</u>	<u>Mark</u>	<u>Number</u>
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197	MBKX	450305
198	MBKX	450306
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228	MBKX	450338
229	MBKX	450339
230	MBKX	450366
231	MBKX	450373

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234	MBKX	450377
235	MBKX	450378
236	MBKX	450445
237	MBKX	450446
238	MBKX	450450
239	MBKX	450451
240	MBKX	450452
241	MBKX	452399
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243	MBKX	452401
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277	MBKX	452435
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279	MBKX	452437

<u>Count</u>	<u>Mark</u>	<u>Number</u>
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304	MBKX	452465
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329	MBKX	452491
330	MBKX	452492
331	MBKX	452493
332	MBKX	452494
333	MBKX	452495

<u>Count</u>	<u>Mark</u>	<u>Number</u>
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359	MBKX	452522
360	MBKX	452523