



RECORDATION NO. 31303  
FILED JULY 31, 2014 12:41 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

July 31, 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 Full Service Lease Agreement dated May 22, 2014 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:

120 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 \$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

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

**AND**

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

**MAY 22, 2014**

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This Memorandum of Full Service Lease Agreement is made and entered into as of May 22, 2014 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 one hundred twenty (120) 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.

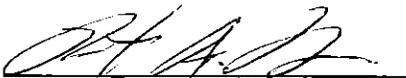
LESSOR:

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: Tomoyuki Moriyama  
Title: Executive Director

LESSEE:

KINCAID GENERATION, L.L.C.

By:   
Print Name: Robert Hayes  
Title: SVP & Chief Commercial officer  

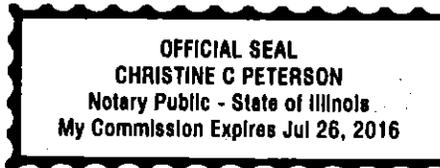
STATE OF ILLINOIS

COUNTY OF COOK

On this 30<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 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 Connecticut

COUNTY OF Hartford

On this 2<sup>nd</sup> day of May, 2014, before me personally appeared Robert Hayes, to me personally known, who being by me duly sworn, says that he is the SVP & COO 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.

Luey Rangan  
NOTARY PUBLIC

My commission expires: 7/31/17

**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	41	MBKX	3164	81	MBKX	3206
2	MBKX	3004	42	MBKX	3165	82	MBKX	3207
3	MBKX	3005	43	MBKX	3166	83	MBKX	3208
4	MBKX	3006	44	MBKX	3167	84	MBKX	3209
5	MBKX	3013	45	MBKX	3168	85	MBKX	3210
6	MBKX	3014	46	MBKX	3169	86	MBKX	3212
7	MBKX	3015	47	MBKX	3170	87	MBKX	3213
8	MBKX	3016	48	MBKX	3171	88	MBKX	3214
9	MBKX	3017	49	MBKX	3172	89	MBKX	3215
10	MBKX	3083	50	MBKX	3173	90	MBKX	3216
11	MBKX	3121	51	MBKX	3174	91	MBKX	3217
12	MBKX	3122	52	MBKX	3175	92	MBKX	3218
13	MBKX	3123	53	MBKX	3176	93	MBKX	3219
14	MBKX	3124	54	MBKX	3177	94	MBKX	3221
15	MBKX	3126	55	MBKX	3178	95	MBKX	3222
16	MBKX	3127	56	MBKX	3179	96	MBKX	3223
17	MBKX	3128	57	MBKX	3180	97	MBKX	3228
18	MBKX	3130	58	MBKX	3181	98	MBKX	3229
19	MBKX	3131	59	MBKX	3182	99	MBKX	3230
20	MBKX	3132	60	MBKX	3183	100	MBKX	3234
21	MBKX	3134	61	MBKX	3184	101	MBKX	3236
22	MBKX	3135	62	MBKX	3185	102	MBKX	3237
23	MBKX	3136	63	MBKX	3186	103	MBKX	3238
24	MBKX	3137	64	MBKX	3187	104	MBKX	3239
25	MBKX	3138	65	MBKX	3188	105	MBKX	3240
26	MBKX	3139	66	MBKX	3189	106	MBKX	450221
27	MBKX	3140	67	MBKX	3190	107	MBKX	450226
28	MBKX	3141	68	MBKX	3191	108	MBKX	450228
29	MBKX	3143	69	MBKX	3192	109	MBKX	450230
30	MBKX	3146	70	MBKX	3193	110	MBKX	450237
31	MBKX	3148	71	MBKX	3194	111	MBKX	450238
32	MBKX	3149	72	MBKX	3195	112	MBKX	450239
33	MBKX	3150	73	MBKX	3196	113	MBKX	450240
34	MBKX	3151	74	MBKX	3197	114	MBKX	450241
35	MBKX	3153	75	MBKX	3199	115	MBKX	450242
36	MBKX	3155	76	MBKX	3200	116	MBKX	450244
37	MBKX	3160	77	MBKX	3201	117	MBKX	450247
38	MBKX	3161	78	MBKX	3203	118	MBKX	450248
39	MBKX	3162	79	MBKX	3204	119	MBKX	450249
40	MBKX	3163	80	MBKX	3205	120	MBKX	450250