



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 March 26, 2014 between the following parties:

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

Lessee: Mississippi Power Company
2992 West Beach Boulevard
Gulfport, MS 39501

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

100 Autoflood III railcars as set forth in the exhibit attached to the document within the series DEGX 14000 - DEGX 14115, non-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 Administration
Paralegal

Enclosure

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

AND

**MISSISSIPPI POWER COMPANY
("LESSEE")**

MARCH 26, 2014

This Memorandum of Net Lease Agreement is made and entered into as of March 26, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Mississippi Power Company, a Mississippi 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:

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. Renovich
Title: President

LESSEE:

MISSISSIPPI POWER COMPANY

By: 
Print Name: DAVID A. MAUFFRAY
Title: Manager, Fuel Services

STATE OF ILLINOIS

COUNTY OF COOK

On this 7th 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 Alabama

COUNTY OF Jefferson

On this 29th day of September, 2014, before me personally appeared David Muffray, to me personally known, who being by me duly sworn, says that he is the Fuels Manager of Mississippi 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.

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 20, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Carol M. Cud-Prunier
NOTARY PUBLIC

My commission expires:

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	DEGX	14000	35	DEGX	14044	69	DEGX	14079
2	DEGX	14005	36	DEGX	14045	70	DEGX	14080
3	DEGX	14006	37	DEGX	14046	71	DEGX	14082
4	DEGX	14007	38	DEGX	14047	72	DEGX	14083
5	DEGX	14009	39	DEGX	14048	73	DEGX	14084
6	DEGX	14010	40	DEGX	14049	74	DEGX	14085
7	DEGX	14011	41	DEGX	14050	75	DEGX	14086
8	DEGX	14012	42	DEGX	14052	76	DEGX	14087
9	DEGX	14013	43	DEGX	14053	77	DEGX	14088
10	DEGX	14014	44	DEGX	14054	78	DEGX	14090
11	DEGX	14015	45	DEGX	14055	79	DEGX	14092
12	DEGX	14016	46	DEGX	14056	80	DEGX	14093
13	DEGX	14017	47	DEGX	14057	81	DEGX	14094
14	DEGX	14018	48	DEGX	14058	82	DEGX	14095
15	DEGX	14019	49	DEGX	14059	83	DEGX	14096
16	DEGX	14021	50	DEGX	14060	84	DEGX	14097
17	DEGX	14022	51	DEGX	14061	85	DEGX	14099
18	DEGX	14023	52	DEGX	14062	86	DEGX	14100
19	DEGX	14024	53	DEGX	14063	87	DEGX	14102
20	DEGX	14025	54	DEGX	14064	88	DEGX	14103
21	DEGX	14026	55	DEGX	14065	89	DEGX	14104
22	DEGX	14027	56	DEGX	14066	90	DEGX	14105
23	DEGX	14029	57	DEGX	14067	91	DEGX	14106
24	DEGX	14030	58	DEGX	14068	92	DEGX	14107
25	DEGX	14031	59	DEGX	14069	93	DEGX	14108
26	DEGX	14032	60	DEGX	14070	94	DEGX	14109
27	DEGX	14034	61	DEGX	14071	95	DEGX	14110
28	DEGX	14036	62	DEGX	14072	96	DEGX	14111
29	DEGX	14038	63	DEGX	14073	97	DEGX	14112
30	DEGX	14039	64	DEGX	14074	98	DEGX	14113
31	DEGX	14040	65	DEGX	14075	99	DEGX	14114
32	DEGX	14041	66	DEGX	14076	100	DEGX	14115
33	DEGX	14042	67	DEGX	14077			
34	DEGX	14043	68	DEGX	14078			