



RECORDATION NO. 31486 FILED

November 14, 2014 04:08 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

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 May 21, 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:

29 Autoflood III railcars as set forth in the exhibit attached to the document within the series DEGX 14001 - DEGX 14128, 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")**

MAY 21, 2014

This Memorandum of Net Lease Agreement is made and entered into as of May 21, 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 twenty-nine (29) FreightCar America built Rotary Aluminum Autoflood III Railcars, bearing marks and numbers as follows:

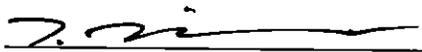
See attached Exhibit 1.

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.

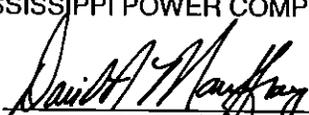
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: Tomoyuki MORIYAMA
Title: Executive Director

LESSEE:

MISSISSIPPI POWER COMPANY

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

STATE OF ILLINOIS

COUNTY OF COOK

On this 15th day of August, 2014, before me personally appeared Tomoyuki Noriyama 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 Mississippi
COUNTY OF Harrison

On this 31st day of July, 2014, before me personally appeared David A. Mauffray, to me personally known, who being by me duly sworn, says that he is the Mgr. of Fuel Services 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.

Brenda Kay Allen
NOTARY PUBLIC

My commission expires:



EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	DEGX	14001
2	DEGX	14002
3	DEGX	14003
4	DEGX	14004
5	DEGX	14008
6	DEGX	14020
7	DEGX	14028
8	DEGX	14033
9	DEGX	14035
10	DEGX	14037
11	DEGX	14051
12	DEGX	14081
13	DEGX	14089
14	DEGX	14091
15	DEGX	14098
16	DEGX	14101
17	DEGX	14116
18	DEGX	14117
19	DEGX	14118
20	DEGX	14119
21	DEGX	14120
22	DEGX	14121
23	DEGX	14122
24	DEGX	14123
25	DEGX	14124
26	DEGX	14125
27	DEGX	14126
28	DEGX	14127
29	DEGX	14128