

REGISTRATION NO. 24660-A FILED

MAY 23 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 23, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of June 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete Release and relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 24660.

The name and address of the party to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
(f/k/a MRC Rail Services, LLC)
5215 Old Orchard Road, Suite 505
Skokie, IL 60077

[Lessee: Mississippi Power Company
2992 West Beach Blvd
Gulfport, MS 39501]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

All railcars covered by the Memorandum of Lease Agreement on file under Recordation Number 24660 are RELEASED.

A short summary of the document to appear in the index is:

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAY 23 '08 -10 00 AM

MEMORANDUM OF TERMINATION OF LEASE SURFACE TRANSPORTATION BOARD

Memorandum of Termination of Lease dated as of June 1, 2007, by Mitsui Rail Capital, LLC, a Delaware limited liability company, formerly known as MRC Rail Services, LLC ("Lessor").

WITNESSETH:

1. Lessor and Mississippi Power Company (the "Lessee") are parties to that certain Lease Agreement dated as of April 18, 2003 (the "Lease Agreement"), and Schedule 1 thcreto dated as of April 18, 2003 (as amended, the "Schedule"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "Lease.")
2. Notice of the Lease has been put of record by the filing of a Memorandum of Lease Agreement dated as of April 18, 2003, with the Surface Transportation Board on October 23, 2003 under Recordation Number 24660.
3. The Lease has been terminated.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

MITSUI RAIL CAPITAL, LLC

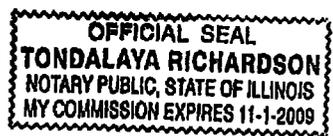
By: MBH
Name: Mark Brecht
Title: President

STATE OF ILLINOIS
COUNTY OF COOK

On this 16 day of May, 2008, before me personally appeared Mark Brecht, 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 company, and he acknowledged that the execution of the said instrument was his free act and deed.

Tondalaya Richardson
NOTARY PUBLIC

My commission expires: 11-1-2009



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/23/08



Robert W. Alvord