

RECORDATION NO. 26421-A FILED

MAY 23 '08 -10 00 AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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 October 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 26421.

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

Lessor: Mitsui Rail Capital, LLC  
5215 Old Orchard Road, Suite 505  
Skokie, IL 60077

[Lessee: Tennessee Valley Authority  
1101 Market Street, LP 5G  
Chattanooga, TN 37402]

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**MEMORANDUM OF TERMINATION OF LEASE**

**Memorandum of Termination of Lease** dated as of October 1, 2007 by Mitsui Rail Capital, LLC, a Delaware limited liability company ("**Lessor**").

WITNESSETH:

1. Lessor and Tennessee Valley Authority (the "**Lessee**") are parties to that certain Lease Agreement (the "**Lease Agreement**"), dated August 16, 2006, and Schedule No. 4 thereto dated as of June 5, 2006 (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 June 5, 2006 with the Surface Transportation Board on June 28, 2006 under Recordation Number 26421.
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: MBL  
 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



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Robert W. Alvord