

RECORDATION NO. 26618-B FILED

FEB 09 '11 -4 55 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



February 9, 2011

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 Partial Termination of Lease dated December 1, 2010 between the following parties:

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

Lessee: Tennessee Valley Authority
1101 Market Street
Chattanooga, TN 37402

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26618.

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

Seven (7) railcars as more specifically set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Partial Termination of Lease.

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 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
Contract Administrator/Paralegal

Enclosure

Chicago Des Moines

FEB 09 '11 -4 55 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

Memorandum of Partial Termination of Lease dated as of December 1, 2010 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, 2005, and Schedule No. 7 thereto dated as of October 12, 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 October 12, 2006 with the Surface Transportation Board on October 13, 2006 under Recordation Number 26618.
3. The railcars listed on Exhibit 1 attached hereto have been terminated and are no longer covered under the Lease.

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: _____

Name: John O'Bryan

Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 8th day of February, 2011, before me personally appeared John O'Bryan, 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.

Christine C Peterson

NOTARY PUBLIC

My commission expires: July 7, 2012

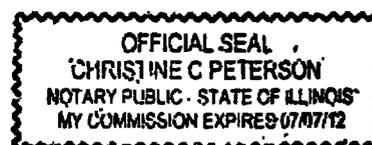


EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	452338
2	MBKX	452362
3	MBKX	452369
4	MBKX	452376
5	MBKX	452382
6	MBKX	452384
7	MBKX	452396