



RECORDATION NO. 29641 FILED

FEB 09 '11 5 21 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 Lease Agreement dated April 21, 2010 between the following parties:

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

Lessee: Nevada Power Company, dba NV Energy  
6226 West Sahara Avenue  
Las Vegas, NV 89146

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

26 railcars: NVPX 1196 - NVPX 1221

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 \$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

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COUNTY OF CLATSOP REGISTRATION BOARD

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

**AND**

**NEVADA POWER COMPANY, dba NV ENERGY  
("LESSEE")**

**DATED APRIL 21, 2010**

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This Memorandum of Lease Agreement is made and entered into as of April 21, 2010 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("*Lessor*") and Nevada Power Company, dba NV Energy, a Nevada corporation ("*Lessee*").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor twenty-six (26) 2004 FreightCar America built Autoflood III Aluminum Rapid Discharge Railcars bearing marks and numbers as follows:

See Exhibit 1 attached hereto

2. The 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 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.

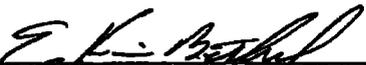
**LESSOR:**

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: John O'Byrne  
Title: President

**LESSEE:**

NEVADA POWER COMPANY  
a Nevada corporation, dba NV Energy

By:   
Print Name: E. Kern Bethel  
Title: Interim CFO, Treasurer, VP  
Chief Accounting Officer + Controller

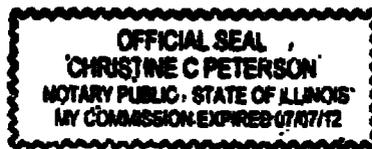
STATE OF ILLINOIS

COUNTY OF COOK

On this 7<sup>th</sup> day of May, 2010, 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 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: July 7, 2012



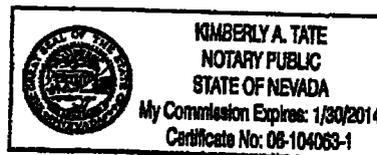
STATE OF Nevada

COUNTY OF Clark

On this 3 day of May, 2010, before me personally appeared E. Kevin Bethel, to me personally known, who being by me duly sworn, says that he is the Interim CFO of Nevada Power Company, dba NV Energy, 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.

Kimberly A Tate  
NOTARY PUBLIC

My commission expires: 1/30/2014



**EXHIBIT 1**  
**CAR MARKS AND NUMBERS**

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	NVPX	1196
2	NVPX	1197
3	NVPX	1198
4	NVPX	1199
5	NVPX	1200
6	NVPX	1201
7	NVPX	1202
8	NVPX	1203
9	NVPX	1204
10	NVPX	1205
11	NVPX	1206
12	NVPX	1207
13	NVPX	1208
14	NVPX	1209
15	NVPX	1210
16	NVPX	1211
17	NVPX	1212
18	NVPX	1213
19	NVPX	1214
20	NVPX	1215
21	NVPX	1216
22	NVPX	1217
23	NVPX	1218
24	NVPX	1219
25	NVPX	1220
26	NVPX	1221