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April 14, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 2, dated as of August 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Georgia Power Company
241 Ralph McGill Boulevard NE
Atlanta, GA 30308

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

100 hopper railcars within the series GBRX 26125 – GBRX 26249 as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Schedule No. 2.

Section Chief
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Also enclosed is a check in the amount of \$43.00 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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 2

This is a Memorandum of Schedule No. 2 dated August 1, 2014 to a Master Full Service Railcar Lease made and entered into as of July 1, 2011 ("Lease Agreement"), by and between WL Ross-Greenbrier Rail I LLC, a Delaware limited liability company, ("Lessor") and Georgia Power Company, a Georgia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 4,200 cubic foot capacity aluminum rotary-dump coal hoppers, 286,000 lbs. GRL, with nine (9) outlets and rotary couplers bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 2 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GEORGIA POWER COMPANY

BY: WJL

BY: [Signature]

NAME: Wendy L. Teramoto

NAME: [Signature]

TITLE: Vice President

TITLE: SUP/SPO

RAIL EQUIPMENT LIST

GBRX	26125	GBRX	26172	GBRX	26217
GBRX	26126	GBRX	26174	GBRX	26218
GBRX	26127	GBRX	26175	GBRX	26219
GBRX	26128	GBRX	26177	GBRX	26220
GBRX	26129	GBRX	26178	GBRX	26221
GBRX	26130	GBRX	26179	GBRX	26222
GBRX	26131	GBRX	26180	GBRX	26223
GBRX	26132	GBRX	26182	GBRX	26225
GBRX	26133	GBRX	26183	GBRX	26226
GBRX	26134	GBRX	26184	GBRX	26227
GBRX	26135	GBRX	26185	GBRX	26228
GBRX	26138	GBRX	26187	GBRX	26229
GBRX	26139	GBRX	26189	GBRX	26231
GBRX	26140	GBRX	26190	GBRX	26235
GBRX	26141	GBRX	26191	GBRX	26237
GBRX	26142	GBRX	26192	GBRX	26238
GBRX	26143	GBRX	26193	GBRX	26239
GBRX	26144	GBRX	26194	GBRX	26241
GBRX	26145	GBRX	26195	GBRX	26242
GBRX	26147	GBRX	26198	GBRX	26243
GBRX	26148	GBRX	26199	GBRX	26246
GBRX	26149	GBRX	26200	GBRX	26247
GBRX	26150	GBRX	26201	GBRX	26248
GBRX	26152	GBRX	26202	GBRX	26249
GBRX	26154	GBRX	26203		
GBRX	26155	GBRX	26204		
GBRX	26157	GBRX	26205		
GBRX	26158	GBRX	26206		
GBRX	26159	GBRX	26207		
GBRX	26160	GBRX	26208		
GBRX	26162	GBRX	26209		
GBRX	26163	GBRX	26210		
GBRX	26165	GBRX	26211		
GBRX	26166	GBRX	26212		
GBRX	26167	GBRX	26213		
GBRX	26168	GBRX	26214		
GBRX	26169	GBRX	26215		
GBRX	26171	GBRX	26216		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: April 14, 2015

Edward M. Luria

Edward M. Luria