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410-296-2205

October 14, 2016

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination a secondary document, dated as of October 14, 2016. The primary document to which this is connected is recorded under Recordation No. 24852. We request that this document be recorded under Recordation No. 24852-I.

The names and addresses of the parties to the Lease Termination are:

Lessor:

Venetian Rail Partners, LP  
523 Turtle Hatch Lane  
Naples, FL 34103

Lessee:

Georgia Power Company  
P.O. Box 4545  
Atlanta, GA 30302

A description of the equipment covered by the Lease Termination consists of 100 hopper cars numbered GSTX 086196-086203, inclusive, 086202-086222, inclusive, 086224-086229, inclusive, 086232-086236, inclusive, 086238, 086240, 086242, 086244, 086247-086253, inclusive, 086255-086259, 086261, 086264, 086266-086268, inclusive, 086270, 086272-086274, inclusive, 086276, 086277, 086279, 086282-086286, inclusive, 086291-086293, inclusive, 086296, 086299-086301, inclusive, 086303, 086305-086307, inclusive, 086309-086315, inclusive, 086318, 086320, 086323, 086325-086327, inclusive, 086329-086331, inclusive, and 086335-086337, inclusive.

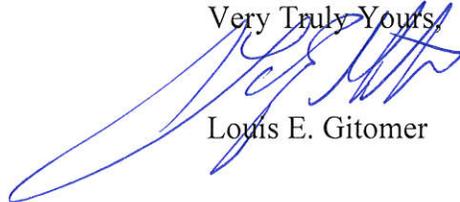
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Lease Termination between Venetian Rail Partners, LP, 523 Turtle Hatch Lane, Naples, FL 34103, and Georgia Power Company, P.O. Box 4545, Atlanta, GA 30302, covering 100 hopper cars numbered GSTX 086196-086203, inclusive, 086202-086222, inclusive, 086224-086229, inclusive, 086232-086236, inclusive, 086238, 086240, 086242, 086244, 086247-086253, inclusive, 086255-086259, 086261, 086264, 086266-086268, inclusive, 086270, 086272-086274, inclusive, 086276, 086277, 086279, 086282-086286, inclusive, 086291-086293, inclusive, 086296, 086299-086301, inclusive, 086303, 086305-086307, inclusive, 086309-086315, inclusive, 086318, 086320, 086323, 086325-086327, inclusive, 086329-086331, inclusive, and 086335-086337, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

THIS LEASE TERMINATION (this "Agreement"), dated as of October 14, 2016, is between Venetian Rail Partners, LP, the "Lessor," and Georgia Power Company, the "Lessee."

**WHEREAS**, Lessor and the Lessee entered into a Lease Agreement, dated as of March 8, 2004 (the "Lease"); and

**WHEREAS**, a Memorandum of Lease dated as of March 8, 2004 between Lessor and Lessee, was recorded at the Surface Transportation Board (the "Board") on March 12, 2004 under Recordation No. 24852 for 456 hopper cars, including 100 hopper cars numbered GSTX 086196-086203, inclusive, 086202-086222, inclusive, 086224-086229, inclusive, 086232-086236, inclusive, 086238, 086240, 086242, 086244, 086247-086253, inclusive, 086255-086259, 086261, 086264, 086266-086268, inclusive, 086270, 086272-086274, inclusive, 086276, 086277, 086279, 086282-086286, inclusive, 086291-086293, inclusive, 086296, 086299-086301, inclusive, 086303, 086305-086307, inclusive, 086309-086315, inclusive, 086318, 086320, 086323, 086325-086327, inclusive, 086329-086331, inclusive, and 086335-086337, inclusive (the "Released Cars");

**WHEREAS**, the lease of 356 cars has been terminated by Partial Lease Terminations recorded at the Board on September 19, 2007 under Recordation No. 24852-A, December 28, 2007 under Recordation No. 24852-B, on June 27, 2008 under Recordation No. 24852-C, January 29, 2009 under Recordation No. 24852-D, and September 17, 2009 under Recordation No. 24852-E,

**WHEREAS**, the duties and obligations of the parties to the Lease with respect to the Released Cars have been satisfied and discharged; and

**WHEREAS**, as of the date hereof, all amounts due for the Released Cars under the Lease have been paid in full.

**NOW, THEREFORE**, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Lessor and Lessee hereby terminate and cancel the Lease with respect to the Released Cars as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have caused this Lease Termination to be duly executed as of the date hereinabove first written.

Venetian Rail Partners, LP,  
as lessor

Georgia Power Company,  
as lessee

By: \_\_\_\_\_

By: Tony Trammante

Name: \_\_\_\_\_

Name: Tony Trammante

Title: \_\_\_\_\_

Title: Manager Fuel Services

STATE OF Georgia )  
County of Paulding ) ss.

On this 14 day of October 2016, before me, the undersigned Notary Public, personally appeared Tony Trammite personally known to me to be the person who executed the within instrument as Manager, Fuel Services on behalf of the Georgia Power Company, and acknowledged to me that the corporation executed it.

Stephanie Fuller  
Notary Public for Tony Trammite  
My Commission Expires July 31, 2020  
Stephanie W. Fuller  
Notary Public, Paulding County, Georgia  
My Commission Expires July 31, 2020

IN WITNESS WHEREOF, the parties hereto have caused this Lease Termination to be duly executed as of the date hereinabove first written.

Venetian Rail Partners, LP,  
as lessor

Georgia Power Company,  
as lessee

By: Walt Ballard

By: \_\_\_\_\_

Name: WALTER BALLARD

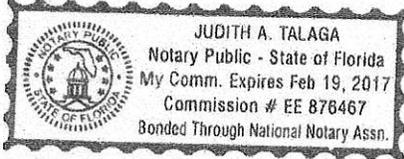
Name: \_\_\_\_\_

Title: MEMBER

Title: \_\_\_\_\_

STATE OF FLORIDA )  
 ) ss.  
County of Collier )

On this <sup>OCTOBER 9<sup>th</sup></sup> ~~14~~ day of ~~July~~ 2016, before me, the undersigned Notary Public, personally appeared Walter L. Ballard personally known to me to be the person who executed the within instrument as member on behalf of Venetian Rail Partners, LP and acknowledged to me that the corporation executed it.



*Judith A. Talaga*

Notary Public for Florida

My Commission expires Feb. 19<sup>th</sup>, 2017