

April 7, 2015 12:00 PM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

April 7, 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. 1, 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: Greenbrier Leasing Company 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 railroad equipment covered by the enclosed document is:

23 rotary-dump coal hopper railcars within the series GBRX 16171 – GBRX 16386 and GBRX 26148 – GBRX 26152 as set forth in the attachment to the document.

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

Memorandum of Lease Schedule No. 1.

Section Chief  
April 7, 2015  
Page 2

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 dated August 1, 2014 to a Master Full Service Railcar Lease made and entered into as of August 1, 2014 ("Lease Agreement") by and between Greenbrier Leasing Company LLC, an Oregon 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 twenty-three (23) 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. 1 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. 1, as each may be amended from time to time.

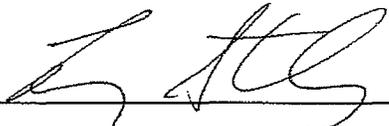
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free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

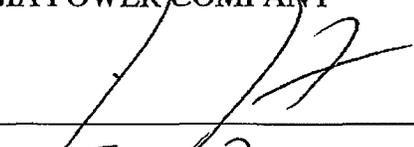
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GEORGIA POWER COMPANY

BY: 

BY: 

NAME: Larry D. Stanley

NAME: John P. ...

TITLE: Sr. Vice President

TITLE: SVP/SPU



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: 4/7/2015

Edward M. Luria  
Edward M. Luria